| IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant: Haruhiko KINOSHITA

Title: MERGER AND ACQUISITION

PROPOSAL GENERATION SYSTEM AND MERGER AND ACQUISITION PROPOSAL GENERATION METHOD

Appl. No.: 09/842,655

Filing Date: 04/27/2001

Examiner: Thai, Cang G.

Art Unit: 3629

CERTIFICATE OF MAILING I hereby certify that this correspondence is being deposited with the United States Postal Service with sufficient postage as First Class Mail in an envelope addressed to: Mail Stop AF, Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450, on the date below.
(Printed Name)
(Signature)
(Date of Deposit)

DECLARATION UNDER 37 CFR 1.131

The undersigned, Haruhiko Kinoshita, hereby declares and states as follows:

- The purpose of this Declaration is to establish conception of the invention of claims of the above-referenced U.S. Patent Application at a date prior to March 31, 2000, coupled with due diligence from prior to March 31, 2000, to the priority filing date of the present application, where March 31, 2000 is the filing date relied upon by U.S. Patent Application Publication 2002/0046187 entitled "Automated System For Initiating And Managing Mergers And Acquisitions," which was cited in the Office Action dated September 20, 2006 as prior art under 35 USC §102(e) against the present above-referenced patent application.
 - 2) I am the inventor named in the above-referenced application.
- 3) I am an employee of NEC Corporation in Japan, and was an employee of NEC Corporation at the time of the events described in this declaration. All of the events described in this declaration, except for the filing of this application in the United States, occurred in Japan.

4) To establish the date of conception of the invention claimed in this application, and diligence in achieving a constructive reduction to practice, I am submitting the following attached documents:

Exhibit A: Japanese language Notification For Employee's Invention, Assignment and Opinion Sheet, dated March 13, 2000, including a Draft of Specification that I prepared.

Exhibit B: English translation of Exhibit A

Exhibit C: Japanese language Request for Filing a New Japanese Patent Application, dated March 31, 2000.

Exhibit D: English translation of Exhibit C.

Exhibit E: Japanese language Priority Application, filed April 28, 2000 and assigned serial number JP 2000-129065.

Exhibit F: English translation of Exhibit E.

- 5) I prepared the documents shown in Exhibit A as a description of my invention entitled "M & A Proposal Generation System And Method Of Generating M & A Proposal." I submitted this document to the Intellectual Property Department of my employer NEC Corporation on March 13, 2000. A shown in the document, this Notification was assigned serial number 640-09908.
- 6) The document attached as Exhibit A includes a Draft of Specification that I prepared. The Draft of Specification serves as a first draft of a patent application that may be used to prepare a formal patent application. My Draft of Specification contains all of the features that are now claimed in the present application and shows that I conceived what is now claimed at least as early as March 13, 2000.
- 7) The document attached as Exhibit C is a request sent on behalf of Mr. Naoki Kyamoto, Head of the Intellectual Property Department of NEC Corporation, to Mr. Yasuyuki Hata of the Saito & Hata International Patent Office. The request instructs Mr. Hata to prepare and file a new patent application based on my submission serial number 640-09908. The request

Atty. Dkt. No. 048369-0122

Serial No. 09/842,655

was sent on March 31, 2000 after reviewing the documents of Exhibit A in accordance with standard company practices.

- I worked with Saito & Hata International Patent Office during the period from March 31, 2000 to April 28, 2000 to prepare a formal patent application based on my Draft of Specification. During that time, I worked with Saito & Hata to further describe the invention, and I was provided with further drafts of the patent application, which I reviewed and suggested revisions to. Through this process, revisions and additions were made to my Draft of Specification to produce a final version of the application. The revisions and additions included: expansion of the section describing means for solving the problem presented; addition of a section describing the mode of operation; expansion of the description of preferred embodiments, including the addition of a new embodiment (described at pages 21-24 of the English translation of Exhibit B) and corresponding new Figure 5; revision of the claims from an initial set of two claims to a final set of nine claims; and various additional revisions throughout the application. I worked diligently with Saito & Hata to make these revisions and complete the patent application.
- 9) The patent application attached as Exhibit E was filed with the Japan Patent Office on April 28, 2000. The present application, which claims priority from the Japanese application, was then filed in the United States Patent Office on April 27, 2001.

I hereby declare that all statements made herein of my own knowledge are true, and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both (18 U.S.C. 1001), and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

2 - 27 - 2007

Harwhike Konoshita Haruhiko Kinoshita Inventor

業務発明届出・譲渡・意見書

(NEC単独出願)

【発明者記入欄】

2000年03月13日

	11588427	発明の名称	M&A案作成シ	ステム及びM&A案作	成方法	7
整理番号	640-09908]			-	

			発	明 省	
A A	とは	氏名 ローマ字(外国出願に 川いるため)	電話 - 番号 外線ダイヤ ルイン	Eメールアドレス 外線FAX番号	会社名 所属部門名
1 8	0000 065638 4	木之下 閉修 Haruhiko Kinoshita	03 (3/98) 91	KINOSHITA@p10-27430.st ar. nec. co. jp 03 (3798) 6397	日本電気株式会社 C&Cシステム市場開発推進本部 S I ビジネス開発部

届出の形態	○発明説明書(実施の形態・図面等)による届出 ●明細郡全文による届出 ○コンカレント
外国出願	●希望する ○希望しない 出願希望国 アメリカ イギリス
国内 優先権主張	○自発的 ○知的財産部の要認 ●希望しない 先の発明の出願日 年 月 日 (西暦 8 桁で記入のこと) 先の発明の整理番号 - 知的財産部要請日 年 月 日 (西暦 8 桁で記入のこと)
社外発表出荷予定	○製品発表○論文発表○新聞発表○子の他○全の他○登社外発表なし○登社外発表なし
	□製品出荷先 出荷予定日 年月日(西暦8桁で記入のこと)
関連発明 (あれば入力)	出願番号 出版日 年 月 日(西暦 8 桁で記入のこと) 塩型番号 外国出願してあればその国名
発明の種類	●ビジネスの方法(やり方や仕組み)に関する発明である ○その他の発明である

譲渡

上記の発明について、日本電気株式会社従業員就業規則にもとづいて、 特許または実用新案登録を受ける 権利を日本電気株式会社に譲渡いたします。

【所属部長意見記入欄】

2000年03月13日

2000-1-0071 (01)		
権利の帰属	・ 発明をするに至った行為が現在または過去の職務に ● 届する ○ 属しない)
関連する	プロジェクトの名称	_
プロジェクト	○重要開発プロジェクト ●左記以外のプロジェクト ○該当なし	
特定得意先 との関係	□防衛庁 □NTT □通産省 □JR □NP(National Project	.)
	発明の評価	
1. 登録の可能性 ○80%以上 ●60~8	30% ○30~60% ○30%以下 ○可能性なし	
 アイデアの性質(複数選択 □技術コンセプトが新しい □今後重要になる技術の先 	可) ■このアイデアの実現が望まれる 取り □新規機能を提供する ■優れた代替手段を提供する	
3 基本/改良 ○全くの基本発明 ○本格的改良発明	、 ●どちらかといえば基本発明 ○部分的改良発明	
4. 技術的効果 ○きわめて大 ○大	●普通 ○小	
	○試作中(出荷予定なし) ● 5 年以内に実施の可能性あり ○不明 ②(四暦 8 桁で紀入すること)	
6. 汎用性(他の技術領域に応 ○高い	用できる可能性) 〇低い	
7. 技術の寿命 ○長い ●中程度	○3年以下	
8. 回避の可能性 ○不可能 ●かなり限	遊 ○可能性あり ○容易	100
9. 侵害の確認 ○かなり图	遊 〇きわめて困難	
総合評価	OA B1 OB2	

外国出席	●する ○しない		
	A項の国の口部分:	をクリックし、選定理由としてB項の該当する数字を ()内に入力する。 ; か会社名も同じ ()内に入力	なお、
	.A. 国名	B 理由	
	■アメリカ	US(6) 1. この発明を実施した製品を輸出する見込みがある。	
	口旋国	KR() 2.この発明を実施した製品を現地生産する見込みがある。	
	口中国	CN () 3. この発明に関する技術を技術輸出する見込みがある。	
	口台湾	TW() 4. この範明に関係する機種につき当社がライセンスを受けて	.
	量イギリス	GB(6) る相手方が企業活動をしている(会社名をA項の()内に	記入
	ロドイツ	DE ()	
	ロフランス	5. この発明を実施した製品の分野で競争関係にある会社がまFR()。(会社名をA項の()内に記入)	ある
	ロイタリア	IT() 6. その他上記以外の理由があれば()に記入)	
	ロスエーデン	SE ()	
	ロオランダ	NL ()	
	ロカナダ	CA ()	
	□オーストラリア	AU ()	
	ロシンガポール	SG ()	
	ロマレーシア	MY ()	
	ロタイ	TH ()	
	ロフィリピン	PH ()	
	ロインドネシア	ID ()	
所属部長 決定	●所出可(3公開技)	性があると判断しますので出版を依頼します。	

【選別實任者記入欄】

2000年03月13日 選別責任者 ○S級とする ●届出可 ○公朋技報 ○併合による中止 入力欄 選別責任者 (不在のときは発明者の所属部長) 社員番号 〇併合以外の理由による中止 0316327 氏 名:宮本

【備考欄】

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	備 考	知的財産部への変望
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:03 3798 1416 【否拟名】 【発明の名称】 M&A案作成システム及びM&A案作成方法 【特許請求の範囲】 【請以到1】 通信回線と、該通信回線に相互に接続されたM&A仲介会社端末、候補企業端末A、候補企業端末B、候補企業端末C、M&A仲介会社が運営するASP(アプリケーション・サービス・プロバイダ)サーバとを備え、 派記人所名人行力を在が記号するASPサーバに格納されている、候補企業A・候補企業B・候補企業Cの各々の財務・経理・販売・製造等の企業情報を閲覧する手段を含み、 候補企業Aの財務・経理・販売・製造等の企業情報を、M&A仲介会社が運営するASPサーバに記録する手段と 、 候補企業Aの財務・経型・販売・製造약の企業情報を、M&A仲介会社が運営するASPサーバ上で更新する手段 。 候補企菜Aの財務・経理・販売・製造等の企業情報を、M&A仲介会社が運営するASPサーバ上で削除する手段 。 に、前企業Aの財務・経理・販売・製造等の企業情報を、M&A仲介会社が運営するASPサーバから閲覧する手段 とを含み、 前記候補企業端末Bは、 候補企業Bの財務・経理・販売・製造等の企業情報を、M&A仲介会社が運営するASPサーバに記録する手段と 候補企業Bの財務・経理・販売・製造等の企業情報を、M&A仲介会社が運営するASPサーバ上で更新する手段 候補企業Bの財務・経理・販売・製造等の企業情報を、M&A仲介会社が迎営するASPサーバ上で削除する手段 。 候補企業Bの財務・経理・販売・製造等の企業情報を、M&A仲介会社が運営するASPサーバから閲覧する手段 とを含み、 前記候補企業端来Cは 機能企業Cの財務・経理・販売・製造等の企業情報を、M&A仲介会社が運営するASPサーバに記録する手段と 候補企業Cの財務・経理・販売・製造等の企業情報を、M&A仲介会社が運営するASPサーバ上で更新する手段 ic、 祝都企業Cの財務・経理・販売・製造等の企業情報を、M&A仲介会社が運営するASPサーバ上で削除する手段 侵補企業Cの財務・経理・販売・製造等の企業情報を、M&A仲介会社が運営するASPサーバから閲覧する手段とを含み、 とで言め、 M&A仲介会社が迎営するASPサーバは、 M&A仲介会社端末・候補企業端末A・候補企業端末B・候補企業端末Cから要求される候補企業端末A・候補企 変端末B・候補企業端末Cの各々の財務・経理・販売・製造等の企業情報を提供する手段と、 候補企業端末A・候補企業端末B・候補企業端末Cから指示される候補企業端末A・候補企業端 末Cの各々の財務・経理・販売・製造等の企業情報の記録・更新・削除をする手段とを含むことを特徴とするM& A案作成システム。 【湖水項2】

本発明は、複数の企業の全体又はその一部を合併・吸収する事を企画するM&A案作成システム及びM&A案作成方法に関し、特に、インターネット等のネットワークを介して候補企業の活動内容情報をASPに集積し、その情報をM&A仲介会社が参照することにより候補企業同士の全体または一部を組み合わせたM&A案の作成を支援するが作成システム及びM&A案作成方法に関する。 【従来の技術】

及APPが云代に教授した情報に限られている。 図1を参照すると、M&A仲介会社100が候補企業A110・候補企業B120・候補企業C130の企業活動 問報を分析してM&A試案を作成するためには、候補企業A110が既に発表した候補企業の財務会計報告140 と、候補企業B120が既に発表した候補企業の財務会計報告150と、候補企業C130が既に発表した候補企 と、候補企業B120への訪問による直接質疑等と、候補企業B120への訪問による直接質疑等と、候補企業C130への訪問による直接質疑等と、候補企業C130への訪問による直接質疑等と、候補企業C130への訪問による直接質疑等とにより付報収集を実施する。この中で候補企業A11

つ問題があった。 そこで、本発明の目的は、M&A仲介会社が候補企業の財務・経理・営業・製造等の管理をASPサーバを具備して請け負い、M&A仲介会社は従来では入手できなかったASPに格納されている候補企業の各種活動内容情報を公知にはせずにM&A仲介会社だけがM&A案作成の参考情報として利用することにより、より実現性の高いM&A案作成方法を提供することにある。 【製題を解決するための手段】 本発明のM&A案作成システムは、候補企業の活動内容情報を、M&A仲介会社が運営するASPサーバに格納する、 る。り具体的には、候補企業からASPサーバに候補企業の財務・経理・営業・製造等の活動内容情報を格納し、候補企業・M&A仲介会社がASPサーバの内容を入手する手段とを有する。本発明のM&A案作成方法は、候補企業がASPサーバに活動内容情報を格納するステップと、M&A仲介会社がASPサーバからM&A案を作成するための参考情報として活動内容情報を入手して実際にM&A案を作成するステップとを有する。 【発明の実施の形態】 テプリンを有する。
「売明の販施」
次に本等明の形施」
次に本等明の形施」
次に本等明すると、本発明のM&A案作成システム及びM&A案作成方法の実施の形態は、M&A仲介会社が運営のした、保納企業と20と、保施を22を多限すると、本発明のM&A案作成システムの実施の形態は、M&A仲介会社が運営するASPサーバ240とが5構成されている保施を23・10と、保施企業と30と、インターネット与の通信とネートワーク25 0と、保施企業と30と、インターネット与の通信を24・10を、保施企業A、M&A仲介会社が運営するASPサーバ240とから構成されている保施企業A・候補企業A・候補企業A・候補企業A・候補企業A・候補企業A・候補企業を10は、M&A仲介会社が運営するASPサーバから送付される候補企業A・候補企業Cの各なの一般的企業活動、M&A仲介会社が運営するASPサーバから送付される候補企業B・保証を第一の機能を持つ。
企業B・保証を業Cの各なの研究を受して、行いるで、関連を持つ。
保証を業Cの各なの一般的企業活動が経理・販売・関連等の一般的企業活動が新年を対し、企業を対し、M&A仲介会社が運営するASPサーバ240に接続を持つ。
保証企業B 端末210は、基立の企業を関係者を接近が関係を表して、M&A仲介会社が運営がの一般的企業が関連等の一般の企業が形形・経理・販売・関連等の一般企業を関係が表と、検売・更新せる機能を持つ。
保証企業B 端末220は、会が付きる機能を持つ、企業 ASPサーバ240に持つ。
保証企業B 端末220は、会が付きる機能を持つ。会社が顕営等の一般的企業が形で、検証を発理・販売・関連等の一般的企業が形形で、検証を発理・販売・関連等の一般的企業に助命を対して、検証を20世界の企業を20は、保証を20は、保証を20は、保証を20は、保証を20は、保証を20は、保証を20は、保証を20は、保証を20は、保証を20は、保証を20は、保証を20は、保証を20は、例20は、20にの一般的企業活動情報を表と、検証を20にの一般的企業活動情報を表と、例20にの一般的企業活動情報を表と、例20にの一般的企業活動情報を表と、例20にの一般的企業活動情報を表と、例20にの一般的企業活動情報を表と、例20にの一般的企業活動情報を表と、例20にの一般的企業活動情報を表との対別で、20にの対別で20にの最上で、20にの対別で20にの最上で、20にの対別を20にの最上で、20にの対別を20にの最上で、20にの対別を20にの最上で、20にの対別を20にの最上で、20にの対別を20にの最上で、20にの対別を20にの最上で、20にの対別を20にの最上で、20にの対別を20にの最上で、20にの対別を20にのよりに対しませた。20にの対別を20にの対別を20にの最上で、20にの対別を20にの対別を20にの最上で、20にの対別を20

る候補企業Bの財務・経理・販売・製造等の一般的企業活動情報を検案・削除・更新する機能を持つ。 M&A伸介会社が運営するASPサーバ240は、さらに、候補企業C端末230から送付される候補企業Cの財務・経理・販売・製造等の一般的企業活動情報を記録する機能を持つ。 M&A仲介会社が運営するASPサーバ240は、さらに、候補企業C端末230から指示される既に記録している候補企業Cの財務・経理・販売・製造等の一般的企業活動情報を検案・削除・更新する機能を持つ。 M&A仲介会社が運営するASPサーバ240は、さらに、M&A仲介会社端末200からの問い合わせの要求に応じて、候補企業A・候補企業B・候補企業Cの一般的企業活動情報を提供する機能を持つ。 次に本発明の動作について説明する。なお、以降の説明では、ネットワーク250はインターネットであるとする

図4を参照すると、候補企業Aの各々の財務部門・経型部門・販売部門・製造部門等の各部門の勤務者は、各部門に設置されている候補企業A端末210を各々使用して、一般的企業活動を業務としてM&A仲介会社が運営するASPサーバ240に、ネットワーク250を介して、逐一記録していく。この時、各部門の勤務者は特別にASPサーバの場所や運営者を意識する事無く、自社EDP環境上での業務として記録作業を実施する(ステップB1

「一人の場所で迎高者をは誠する争無く、自任EDP 東東上での条物として記録作業を実施する(ステップB1)。
一候補企業Bの各々の財務部門・経理部門・販売部門・製造部門等の各部門の勤務者は、各部門に設置されている40に交換を業務ま220を各々使用して、優別の企業活動をとしてM&A仲介会社が週間されるSPサーバの場所を意識する事無く、自社EDP東京にの業務として記録作業を実施する「ステップB2)。
佐瀬企業Cの各々の財務部門・経理部門・販売部門の勤務者は特別にASPサーバの場所を意識する事無く、自社EDP東京 にの党務として記録作業を実施する「ステップB2)。
佐瀬企業Cの各々の財務部門・経理部門・販売部門・製造部所を変換が多名部門に設置されている「設定を変にの業務として記録作業を実施する「ステップB2)。
佐瀬企業Cの各々の財務部門・経理部門・製造部所を第一の動務者は特別にASPサーバの場所や定域が、100年のよりで、250を介上の場所・一般的企業活動を業務としてM&A仲介会社が運営するASPサーバの場所を変換が出来210から指示される検索・更新・削除の仮類に合わせて、仮類内容を変施し、同い合わせ等の結果を国際方式に、220から指示される検索・更新・削除のの仮類に合わせて、依頼内容を実施し、同い合わせ等の結果を国際方式に、210から指示で、210かのの例をA仲介会社が運営するASPサーバ240は、適宜候補企業内端末230から指示で、210かののの例をA仲介会社が運営するASPサーバ240は、適宜候補企業内に、ステップB5分。。
「次期に合わせて、依頼内容を実施し、同の合わせ等の結果を回答する「ステップB6分」される検索・更新・削除のの個をA仲介会社が運営するASPサーバ240は、適宜候補企業の端末230から指示さるASPサーバ240に同じ、M&A中介会社がが動から、200年を要がのので、M&A中介会社ががのので、M&A中介会社ががが、200年を関定し、分析をして、M&A家を作成している会社が従来では入手できなかったASPに格納されている候補企業のの関定し、分析をして、M&A家を作成している会社が従来では入手できなかのを対明を公知にはせずにM&Aなデーできる。「発明の効果」、M&A仲介会社が従来では入手できなかの参りで報として利用することにより、25回の効果」、M&A仲介会社が従来では入手できなかの参りで報として利用することにより、25回の効果は、M&Aや介会社が従来では入手できなかの参りで報として利用することにより、25回の効果」、M&A中介会社が従来では入手できなかの参りで報として利用することにより、25回の効果」、M&A中介会社が従来では入手できなかの参りで報として利用することにより、25回の効果は、M&A条を作成方法を提供できる。
「発見の効果は、M&A中介会社が必要の検補企業の多数により、25回の効果は、M&A中介会社が必要の検補企業の多数により、25回の効果により、25回の対別をは、M&A家を作成が、25回の対別をは、25回の対別をは、M&A家を作成する。25回の対別をは、M&A家を作成する。25回の対別をは、25回の対別の対別をは、25回の対別をは、25回の対別を25回の対別をは、25回の対別を25回の対別の対別を25回の対別を25回の対別を25回の対別を25回の対別を25回の対別を25回の対別を25回の対別を25回のが、25回の対別を25回の対別を25回

第1の効果は、M&A仲介会社が多数の候補企業の多級な組み合わせから最適なM&A案を作成する事を実現でき

その理由は、M&A仲介会社が従来では入手できなかったASPに格納されている候補企業の各種活動内容情報を公知にはせずにM&A仲介会社だけがM&A案作成の参考情報として利用できることによる。 第2の効果は、M&A仲介会社が多数の候補企業の多様な組み合わせからM&A案を短時間で作成する事を実現で きる。

その理由は、M&A仲介会社が従来では入手できなかったASPに格納されている候補企業の各種活動内容情報を、EDP上で高速・大量に、多くの試行錯誤しながらM&A案作成の参考情報として利用できることによる。第3の効果は、候補企業に対する株・債券等の市場における評価の向上である。その理由は、M&A仲介会社に活動内容情報の提示を実施できる候補企業は、不正が無く透明性が高く、財務会計報告の信感性も高いと評価されるからである。 【図面の簡単な説明】

図1]

従来のM&A案作成システムを示すプロック図である。 (図2)

本並明のM&A案作成システムを示すプロック図である。

[図3]

従来のM&A案作成方式の実施の形態の動作を示す図である。 【図4】

本発明のM&A案作成方式の決施の形態の動作を示す図である。 【符号の説明】 100 M&A

M&A仲介会社

候補企業A 候補企業C 1 1 0

120 130

140

150

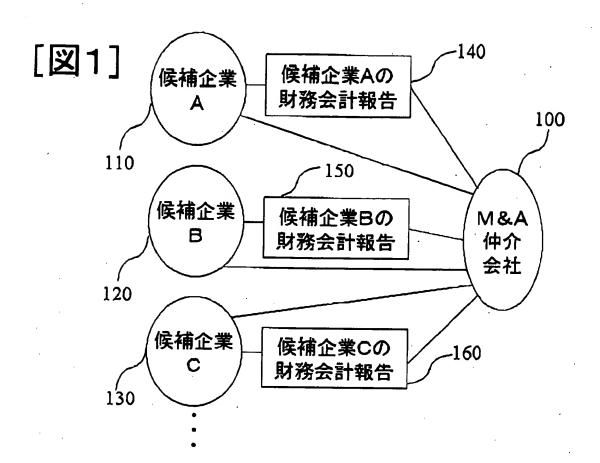
160 200 210 220

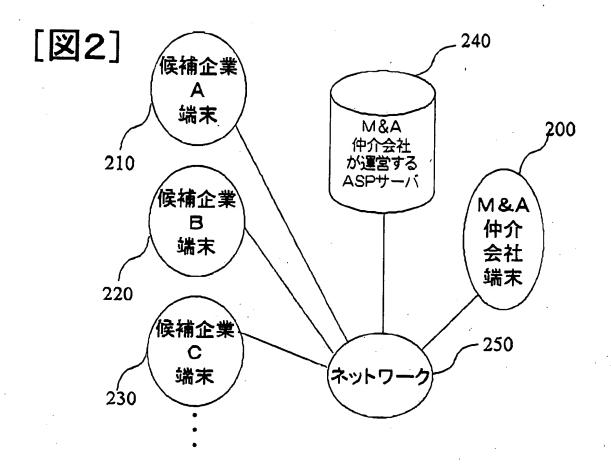
230

240

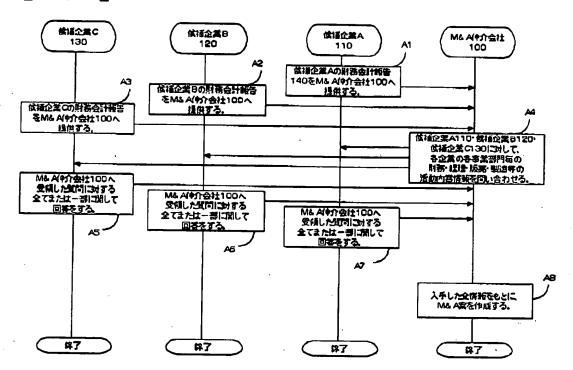
250 ネットワーク

【谐频名】囟而

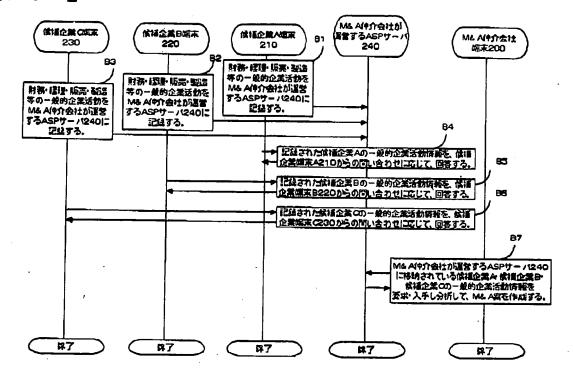




[図3]



[図4]



【啓類名】 【変約】 【課題】 吸約書

M&A仲介会社が従来では入手できなかった候補企業の各種犯動内容情報を公知にはせずにM&A仲介会社だけが M&A案作成の参考情報として利用することにより、より実現性の高いM&A案作成方法を提供すること。 【解決手段】

本発明のM&A案作成システムは、候補企業の活動内容情報を、M&A仲介会社が運営するASPサーバに格納す る。 より具体的には、候補企業からASPサーバに候補企業の財務・経理・営業・製造等の活動内容情報を格納し、候 相企業・M&A仲介会社がASPサーバの内容を入手する手段とを有する。 本発明のM&A案作成方法は、候補企業がASPサーバに活動内容情報を格納するステップと、M&A仲介会社が ASPサーバからM&A案を作成するための参考情報として活動内容情報を入手して実際にM&A案を作成するステップとを有する。 【選択図】

図2

Notification for Employee's Invention, Assignment and Opinion sheet

(NEC Sole Application)

[Filling Column by Inventor].

March 13, 2000

Temporary number	11588427	Title of Invention: M&A Proposal Generation system
Serial number	640-09908	and Method of generating M&A proposal

Г				Inventor		
	Check	Company Code Employee Number	Name in Alphabet (For Foreign Application Use)	Phone District Number Outside dial-in	e-mail Outside Fax Number	Company Name Section Name
1	ок	000006563 84	Haruhiko Kinoshita	10-27550 03(3798)9135	KINOSHITA@p10- 27430.star.nec.co.jp 03(3798)6397	NEC Corp. C&C System Market Development Promotion Headquarters SI Business Development Department

Form of Notification	 By written report of explanation about t By written report with full text of Specifoconcurrently 		
Foreign Application	Desired Not desired	Desired Countries to be filed: US GB	
Domestic Priority	OVoluntarily Request by intellectual property Dept. Not desired	Application No. of the prior patent application Application date of the prior patent application Serial No. of the prior patent application Requested date by the IP department	
External Release or Shipment Schedule	oProduct announcement oPublication of the article oPress release oOthers ●External release none	Product Name Academic society name Announcement expected date y/m/d	
	□Product shipment	Product Ship to Scheduled ship date y/m/d	
Related Invention (Input if any)			
Kind of Invention	It is an invention concerning the method of the business (way and mechanism). Other Inventions		

Assignment

I (We) hereby assign my (our) right to receive a patent or an utility model right with respect to the above mentioned invention to NEC Corporation based on employee's service regulation of NEC.

[Attending Director Opinion filling Form]

March 13, 2000	
Belonging of right	Whether or not the act for creating the invention belongs to his present or past duty •Yes •No
Related Projects	Name of Project
*	olmportant Development Project
Relation to specific customer	□The Defense Agency □NTT □The Ministry of International Trade and Industry □JR □NP(National Project)
Evaluation of invention	
1. Possibility of Registration ○80% or more ●60 to 80% 2. Character of idea(Plural sel	o30 to 60% o30% or less No posibility
□Technology Concept is new.	■The achievement of this idea is hoped for. □Taking in advance ecome important in the future □A new function is offered ■An
3. Basis and improvement oComplete, basic invention oReal improvement invention	olf anything, basic invention oPartial improvement invention
4. Technical effect oExtremely large oLarge ●I	Normal oSmall
 5. Expectation of execution (In OExecution decided OTrial Possibility of execution with y/m/d shipment schedule (C 	production OTrial Production(No shipment scheduled) in five years OUnknown
6. Generality(Possibility to be OHigh ●Normal OLow	able to apply to other technological field)
7. Duration of technology OLong ●Mid level O3 year	rs or less
8. Possibility of evasion OImpossible Considerably	difficult OPossible OEasy
9. Confirmation of infringemen ●Easy OConsiderably diffic	ult OExtremely difficult
Comprehensive evaluation	OA ●B1 OB2

Foreign Application	●Yes ONo
Countries to be filed	Click the part in the country of clause A and input the figure to which clause B corresponds as a selection reason in (). Input competing company name of clause 4 and 5 in the same ().
	A Country
	■US (6) 1. There is an expectation of exporting the product that executes this invention.
	□KR () 2. There is an expectation of locally producing the product that executes this invention.
	□CN () 3. There is an expectation of exporting the technology of this invention.
	□TW () 4. The corporation from which NEC has received license for a device that relate to this
	■GB (6) invention, is performing corporatable action. (Fill in company name in () of clause A)
	DE () 5. There is a company in a competing relation with NEC in the field of the product that
	□FR () executes this invention (Fill in company name in () of clause A.)
• •	□IT () 6. If there are reasons other than the above, please fill in ().
	□SE ()
	□NL ()
-	□CA ()
-	DAU ()
	□SG ()
	□MY ()
	штн ()
	□PH ()
٠.	
Decision of Belonging Director	Recommendation: A patent application is requested since it is decided that this invention has patentability. •Report OK OJournal of Technical disclosure OThis request was rejected due to this request has been combined with other request. OThis request was rejected due to a reason other than the combination. Belonging director Employee number 0316327 Name: Yukio Miyamoto

[Selected person in charge filling column]

March 13, 2000

1	Selection person in charge	Oclass S Request is admitted OJournal of Technical disclosure OThis request was rejected due to	
٠.	input column	this request has been combined with other request. OThis request was rejected due to a reason other	
Ì		than the combination.	
		For the person in charge of this selection (Inventor's belonging director at the absence.)	
		Employee number 0316327 Name! Yukio Miyamoto	

[Remarks]

-		
Remarks	Demand for Intellectual Property Department	

Draft of SPECIFICATION

Title of the Invention:

Merger and acquisition proposal generation system and Merger and acquisition proposal generation method

Proposed claim of the Invention:

[claim 1] A merger and acquisition proposal generation system which comprising a communication network, a terminal of a merger and acquisition brokering business entity, a terminal of a candidate enterprise A, a terminal of a candidate enterprise B, a terminal of a candidate enterprise C and an ASP (an application service provider) server which is managed by said merger and acquisition brokering business entity, each of which are 15 mutually connected with each other through communication network, and wherein said terminal of said acquisition brokering business merger and including a means for reviewing business information about financial, accounting, selling and producing of 20 each one of the candidate enterprises A, B and C, respectively, which are stored is said ASP server managed by said merger and acquisition brokering business entity, and further wherein said terminal of said candidate enterprise A being provided with 25

a means for storing said business information related to financial, accounting, selling and producing of said candidate enterprise A into said ASP server managed by said merger and acquisition brokering business entity, a means for updating said business information related to financial, accounting, selling and producing of said candidate enterprise A on said ASP server managed by said merger and acquisition brokering business entity,

a means for deleting said business information related to financial, accounting, selling and producing of said candidate enterprise A on said ASP server managed by said merger and acquisition brokering business entity, and

a means for reviewing said business information related to financial, accounting, selling and producing of said candidate enterprise A from said ASP server managed by said merger and acquisition brokering business entity.

and further wherein said terminal of said candidate enterprise B being provided with

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a means for storing said business information related to financial, accounting, selling and producing of said candidate enterprise B into said ASP server managed by said merger and acquisition brokering business entity,

a means for updating said business information related to financial, accounting, selling and producing of said candidate enterprise B on said ASP server managed by said merger and acquisition brokering business entity,

a means for deleting said business information related to financial, accounting, selling and producing of said candidate enterprise B on said ASP server managed by said merger and acquisition brokering business entity, and

a means for reviewing said business information related to financial, accounting, selling and producing

of said candidate enterprise B from said ASP server managed by said merger and acquisition brokering business entity,

and further wherein said terminal of said candidate enterprise C being provided with

a means for storing said business information related to financial, accounting, selling and producing of said candidate enterprise C into said ASP server managed by said merger and acquisition brokering business entity,

a means for updating said business information related to financial, accounting, selling and producing of said candidate enterprise C on said ASP server managed by said merger and acquisition brokering business entity,

a means for deleting said business information related

15 to financial, accounting, selling and producing of said

candidate enterprise C on said ASP server managed by said

merger and acquisition brokering business entity, and

a means for reviewing said business information related to financial, accounting, selling and producing of said candidate enterprise C from said ASP server managed by said merger and acquisition brokering business entity,

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and further wherein said ASP server managed by said merger and acquisition brokering business entity is provided with a means for providing said respective business information related to financial, accounting, selling and producing of each one of said candidate enterprises A, B and C, in response to a requirement from each one of said a terminal of a merger and acquisition

brokering business entity, a terminal of a candidate enterprise A, a terminal of a candidate enterprise B, and a terminal of a candidate enterprise C, and

a means for storing, updating and deleting said business information related to financial, accounting, selling and producing of each one of said candidate enterprises A, B and C, in response to a direction from each one of said terminals of said candidate enterprises A, B, and C.

10 [claim 2] A method for generating a merger and acquisition proposal, wherein said method comprising the steps of;

a step for storing general business information related to financial, accounting, selling and producing of a candidate enterprise A into an ASP server managed by said merger and acquisition brokering business entity, from a terminal of said candidate enterprise A;

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a step for storing general business information related to financial, accounting, selling and producing of a candidate enterprise B into an ASP server managed by said merger and acquisition brokering business entity, from a terminal of said candidate enterprise B;

a step for storing general business information related to financial, accounting, selling and producing of a candidate enterprise C into an ASP server managed by said merger and acquisition brokering business entity, from a terminal of said candidate enterprise C;

a step for requesting said general business information related to financial, accounting, selling and producing

of said candidate enterprise A stored in said ASP server managed by said merger and acquisition brokering business entity, from said terminal of said candidate enterprise A, and receiving said general business information therefrom;

a step for requesting said general business information related to financial, accounting, selling and producing of said candidate enterprise B stored in said ASP server managed by said merger and acquisition brokering business entity, from said terminal of said candidate enterprise B, and receiving said general business information therefrom;

a step for requesting said general business information related to financial, accounting, selling and producing of said candidate enterprise C stored in said ASP server managed by said merger and acquisition brokering business entity, from said terminal of said candidate enterprise C, and receiving said general business information therefrom; and

a step of requesting said general business information related to financial, accounting, selling and producing of each one of said candidate enterprises A, B and C stored in said ASP server managed by said merger and acquisition brokering business entity, from said terminal of said merger and acquisition brokering business entity, respectively, and of obtaining and analyzing them so as to generate a merger and acquisition proposal.

Detailed Description of the Invention:

Field of the Invention:

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The present invention relates to a system and method for generating a merger and acquisition proposal, which plans to merge or absorb over all or a part of a. plurality of business enterprises with each other and more particularly to a system and method for generating a merger and acquisition proposal to support the generation of the merger and acquisition proposal whereby general of business information of a plurality candidate enterprises are collected in an ASP server via a communication network such as an internet or the like, and a merger and acquisition brokering business entity refers the information and generates a merger and acquisition proposal by merging over all plurality of business enterprises with each other or combining a part of a business enterprise with other business enterprise.

Prior Art:

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a merger and acquisition past, when brokering business entity prepares a merger and acquisition proposal and provides the merger and merger and acquisition acquisition proposal, the brokering business entity themselves must use some type of computer network, documents, or the telephone and the like to obtain required with regard to a specific candidate enterprise, or purchase disclosure documents that a specific candidate enterprise issues at a specific time, such as a stock report, a financial report, an accounting report, or a tax report or the like, in order to obtain the required information, or else a worker from

the merger and acquisition brokering business entity visits a specific candidate enterprise to obtain the required information, and, based on a company report with regard to the specific candidate enterprise, a merger and acquisition proposal is generated.

In the above-noted method, however, the information available for use as a reference by the merger and acquisition brokering business entity in generating a trial proposal regarding merger and acquisition is limited to information that the merger and acquisition candidate enterprise has made public, and information disclosed to the merger and acquisition brokering business entity by the specific candidate enterprise concerned.

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Fig. 1, is a block diagram illustrating the general 15 method in the case of generating a merger and acquisition proposal in the past and it is disclosed that in order for a merger and acquisition brokering business entity 100 to analyze business activity information of a candidate enterprise A 110, a candidate enterprise B 120, and a candidate enterprise C 130 and generate a merger and acquisition proposal, the merger and acquisition brokering business entity collects information such as a financial accounting report 140 already issued by the candidate enterprise A 110, a financial accounting report 150 already issued by the candidate enterprise B 120, a financial accounting report 160 already issued by the candidate enterprise C 130, responses to direct questions posed to the candidate enterprise A 110 during a visit

thereto, response to direct questions posed to the candidate enterprise B 120 on a visit thereto, and responses to direct questions posed to the candidate enterprise C 130 on a visit thereto.

Of the above, the financial accounting report 140 of the candidate enterprise A 110 is produced with the cooperation of an accounting firm commissioned by the candidate enterprise A 110, and is a report that has been made public. Similarly, the financial accounting report 150 of the candidate enterprise B 120 is produced with the cooperation of an accounting firm commission by the candidate enterprise B 120, and is a report that has been made public, and the financial accounting report 160 of the candidate enterprise C 130 is produced with the cooperation of an accounting firm commissioned by the candidate enterprise C 130, and is a report that has been made public.

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The financial accounting report 140 of the candidate enterprise A 110, the financial accounting report 150 of the candidate enterprise B 120, and the financial accounting report 160 of the candidate enterprise C 130 are all generated and publicized at the end of each fiscal period, these being generated once each year, or twice each year, once for the first half, and once for the second half of the fiscal period.

An example of the financial accounting reports 140, 150, and 160 of the candidate enterprises A 110, B 120, and C 130, respectively, that can be easily obtained by the merger and acquisition brokering business entity 100

as specific materials is the stock report (required, for example, by the Japanese government).

In the method of the past, as a procedure for generating the merger and acquisition proposal, as is clear from the flowchart of Fig. 3 of the accompanying drawings, the candidate enterprise A 110 first, for example, publicly discloses its financial accounting report, thereby providing it to the merger and acquisition brokering business entity 100 (step A1).

In the same manner, the candidate enterprise B 120 for example publicly discloses its financial accounting report, thereby providing it to the merger and acquisition brokering business entity 100 (step A2).

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Additionally, the candidate enterprise C 130 for example publicly discloses its financial accounting report, thereby providing it to the merger and acquisition brokering business entity 100 (step A3).

The merger and acquisition brokering business entity 100 receives the contents of the financial accounting 20 reports 140, 150 and 160 of the candidate enterprise A 110, candidate enterprise B 120, and candidate enterprise C 130, respectively, and in order to achieve the generation of an effective merger and acquisition proposal, asks each of the candidate enterprises A 110, B 120, and C 130 for further specific and detailed financial, accounting, marketing, manufacturing and other business activity information for each division of each candidate enterprise (step A4).

After the above, the candidate enterprise A 110 provides a full or partial response to the inquiry from the merger and acquisition brokering business entity 100 (step A5).

Similarly, the candidate enterprise B 120 also provides a full or partial response to the inquiry from the merger and acquisition brokering business entity 100 (step A6), and the candidate enterprise C 130 also provides a full or partial response to the inquiry from the merger and acquisition brokering business entity 100 (step A7).

Finally, the merger and acquisition brokering business entity 100 uses all the information obtained from the above-noted steps Al through A7 and other information available from the market to generate a merger and acquisition proposal (step A8).

Problem to be solved by the Invention:

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In the merger and acquisition proposal generation

20 method of the past, however, the information that can be referenced by the merger and acquisition brokering business entity when the merger and acquisition proposal is generated is limited to the information provided by a candidate enterprise in response to questions from the merger and acquisition brokering business entity, publicly available information, and information available from the market.

Thus, although the merger and acquisition brokering business entity, which wishes to actually obtain an

agreement from relevant persons at a candidate enterprise, desires to obtain diverse information for making a multifaceted analysis of the candidate enterprise utilizing, for example, detailed fiscal period business activity information for each one of divisions of the enterprise, respectively, or the enterprise's expected order inflow, it was not possible to satisfy this desire, and there was not a good method of verifying the truthfulness of the responses given to the merger and acquisition brokering business entity by a candidate enterprise.

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is an object of the present Accordingly, it invention to improve on the above-noted drawbacks in the prior art, by providing a merger and acquisition proposal generation system and method, whereby a merger and acquisition brokering business entity is provided with an ASP server which is managed by the merger and acquisition brokering business entity so that the merger and acquisition brokering business entity can manage the business information related to financial, accounting, 20 selling and producing of a candidate enterprise, and further the present invention enables each candidate enterprise to consign the storage and management of information regarding its own finances, accounting, selling and manufacturing and the like to an ASP, and 25 further enables the merger and acquisition brokering business entity to select from information stored at the ASP with regard to business information about various activities of a large number of candidates enterprises,

without disclosing this information publicly, something that was not possible in the past, thereby enabling the generation of a proposal with a high feasibility.

5 Means for solving the Problem:

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In the Merger and acquisition proposal generation system of the present invention, the business information of each one of the candidate enterprises are stored in an ASP server which is managed by the merger and acquisition brokering business entity.

More specifically, each one of the candidate enterprises stores its business information including and financial, accounting, business manufacturing information into the ASP server from the respective candidate enterprises while the candidate enterprise and the merger and acquisition brokering business entity have a means for obtaining such information from the ASP server.

On the other hand, the method for generating Merger and acquisition proposal comprises a step of the candidate enterprises storing its business information into the ASP server and a step of the merger and acquisition brokering business entity actually generating a Merger and acquisition proposal by obtaining the business information of a candidate enterprise from the ASP server as reference information in generating Merger and acquisition proposal.

Specific Embodiment of the Invention:

Specific embodiments of a merger and acquisition proposal generation system and method according to the present invention will be described in detail below, with references made to relevant accompanying drawings.

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As shown in Fig. 2, a merger and acquisition proposal generation system comprises a communication network 250 such as an internet or the like, a terminal of a merger and acquisition brokering business entity 200, a terminal of a candidate enterprise A 210, a terminal of a candidate enterprise B 220, a terminal of a candidate enterprise C 230 and an ASP server 240 which is managed by said merger and acquisition brokering business entity.

The terminal of the merger and acquisition brokering business entity 200 has a function of requesting general business activity information stored at the ASP server 240 managed by said merger and acquisition brokering business entity, with regard to the candidate enterprise A, the candidate enterprise B, and the candidate enterprise C.

The terminal of the merger and acquisition brokering business entity 200 also has a function of receiving the general business activity information of the candidate enterprise A, the candidate enterprise B, and the candidate enterprise C sent from the ASP server 240 managed by said merger and acquisition brokering business entity.

The terminal of the candidate enterprise A 210 has a function of sending its own general business activity

information such as financial, accounting, marketing, and manufacturing information to the ASP server 240 managed by said merger and acquisition brokering business entity.

The terminal of the candidate enterprise A 210 further has a function for searching, deleting, and updating its general business activity information such as financial, accounting, marketing, and manufacturing information, which is stored on the ASP server 240 managed by said merger and acquisition brokering business entity.

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The terminal of the candidate enterprise B 220 further has a function for sending its general business activity information such as financial, accounting, marketing, and manufacturing information to the ASP server 240 managed by said merger and acquisition brokering business entity.

The terminal of the candidate enterprise B 220 further has a function of searching, deleting, and updating its general business activity information such as financial, accounting, marketing, and manufacturing information, which is stored on the ASP server 240 managed by said merger and acquisition brokering business entity.

The terminal of the candidate enterprise C 230 further has a function for sending its general business activity information such as financial, accounting, marketing, and manufacturing information to the ASP server 240 managed by said merger and acquisition brokering business entity.

The terminal of the candidate enterprise C 230 further has a function of searching, deleting, and updating its general business activity information such as financial, accounting, marketing, and manufacturing information, which is stored on the ASP server 240 managed by said merger and acquisition brokering business entity.

The ASP server 240 managed by said merger and acquisition brokering business entity, has a function of recording general business information such as financial, accounting, marketing, and manufacturing information sent by the terminal of the candidate enterprise A 210.

The ASP server 240 managed by said merger and acquisition brokering business entity further has a function of searching, deleting, and updating general business activity information such as financial, accounting, marketing, and manufacturing information of the candidate enterprise A already recorded thereon and indicated by the terminal of the candidate enterprise A 210.

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The ASP server 240 managed by said merger and acquisition brokering business entity further has a function of recording general business activity information such as financial, accounting, marketing, and manufacturing information of the candidate enterprise B sent by the terminal of the candidate enterprise B 220.

The ASP server 240 managed by said merger and acquisition brokering business entity further has a function of searching, deleting, and updating general

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business activity information such as financial, accounting, marketing, and manufacturing information of the candidate enterprise B already recorded thereon and indicated by the terminal of the candidate enterprise B 220.

The ASP server 240 managed by said merger and acquisition brokering business entity further has a function of recording general business activity information such as financial, accounting, marketing, and manufacturing information of the candidate enterprise C sent by the terminal of the candidate enterprise C 230.

The ASP server 240 managed by said merger and acquisition brokering business entity further has a function of searching, deleting, and updating general business activity information such as financial, accounting, marketing, and manufacturing information of the candidate enterprise C already recorded thereon and indicated by the terminal of the candidate enterprise C 230.

20 The ASP server 240 managed by said merger and acquisition brokering business entity further has a function of, in response to an inquiry from the terminal of the merger and acquisition brokering business entity 200, providing general business activity information with regard to the candidate enterprises A, B and C.

Hereafter, an operation of the present invention will be explained.

Note that in the following explanations, the network 250 is an internet.

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As shown in Fig. 4, the employees in each area in the candidate enterprise A, such as the financial area, the accounting area, the marketing area, the manufacturing area and the like use the terminals 210 provided in those areas of the candidate enterprise A, to successively send general business information of the candidate enterprise A to the ASP server 240 managed by said merger and acquisition brokering business entity managed, as his business, via the network 250, so that the information is stored thereon.

When this is done, the employee in each area performs the task of recording information as part of the EDP environment in his company, without being particularly aware of the location or operator of the ASP server (step B1).

In the same manner, the employees in each area in the candidate enterprise B, such as the financial area, area, the marketing area, the. accounting manufacturing area and the like use the terminals 220 provided in those areas of the candidate enterprise B, to 20 successively send general business information of the candidate enterprise B to the ASP server 240 managed by said merger and acquisition brokering business entity managed, as his business, via the network 250, so that the information is stored thereon. 25

When this is done, the employee in each area performs the task of recording information as part of the EDP environment in his company, without being particularly aware of the location or operator of the ASP server (step B2).

In the same manner, the employees in each area in the candidate enterprise C, such as the financial area, the accounting area, the marketing area, the manufacturing area and the like use the terminals 230 provided in those areas of the candidate enterprise C, to successively send general business information of the candidate enterprise C to the ASP server 240 managed by said merger and acquisition brokering business entity managed, as his business, via the network 250, so that the information is stored thereon.

When this is done, the employee in each area performs the task of recording information as part of the EDP environment in his company, without being particularly aware of the location or operator of the ASP server (step B3).

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The ASP server 240 managed by said merger and acquisition brokering business entity, in response to a request from a terminal of the candidate enterprise A 210 for searching, updating, or deletion, performs the requested operation, and responds with the results for the request (step B4).

The ASP server 240 managed by said merger and acquisition brokering business entity, in response to a request from a terminal of the candidate enterprise B 220 for searching, updating, or deletion, performs the requested operation, and responds with the results for the request (step B5).

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The ASP server 240 managed by said merger and acquisition brokering business entity, in response to a request from a terminal of the candidate enterprise C 230 for searching, updating, or deletion, performs the requested operation, and responds with the results for the request (step B6).

An employee at the merger and acquisition brokering business entity using a terminal of the merger and acquisition brokering business entity 200, requests the ASP server 240 managed by said merger and acquisition brokering business entity, to provide general business activity information, such as financial, accounting, marketing, business information and the like of the candidate enterprises A, B and C, stored on the ASP server 240 managed by said merger and acquisition brokering business entity and views and analyzes this information so as to generate a merger and acquisition proposal (step B7).

As described above, in this aspect of an embodiment of the present invention, only a merger and acquisition brokering business can access various types of activity information of candidate enterprises stored at an ASP 240, without disclosing them, something that was not possible in the past, and use this as a reference for generating a merger and acquisition proposal, thereby providing a method for generating a merger and acquisition proposal with a high feasibility.

Effect of the Invention:

The first effect of the present invention is that, of enabling the achievement by the merger and acquisition brokering business entity of an optimum merger and acquisition proposal by the merger and acquisition brokering business entity by combining diverse candidate enterprises.

The reason for this is that, unlike the past, it is possible with the present invention for the merger and acquisition brokering business entity to obtain various activities information for a candidate enterprise stored at an ASP, and reference this information in the generation of a merger and acquisition proposal, without publicly disclosing the information.

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The second effect achieved is that of enabling a merger and acquisition proposal from a combination of candidate enterprise from a large number of candidate enterprises in a short period of time.

The reason for this is that, unlike the past, it is possible with the present invention for the merger and acquisition brokering business entity to perform an objective and wide-ranging study of various business activity information of candidate enterprises stored at an ASP as a third party, and to make use of this information as a reference in generating a merger and acquisition proposal through repeated trial and error, 25 dealing with a large amount of information quickly in an EDP environment.

The third effect achieved by the present invention is that of improving the evaluation of a candidate enterprise's shares and other instruments in the market.

The reason for this is that a candidate enterprise that is able to provide the merger and acquisition brokering business entity with business activity information is evaluated as being honest and open, and as having accounting reports that have high credibility.

10 Brief Description of the Drawings:

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BRIEF DESCRIPTION OF THE DRAWING

- Fig. 1 is a block diagram showing the configuration of a merger and acquisition proposal generation system in the past.
- 15 Fig. 2 is a block diagram showing the configuration of an embodiment of a merger and acquisition proposal generation system according to the present invention.
 - Fig. 3 is a flowchart illustrating the general operating procedure in a merger and acquisition proposal generation method of the past.
 - Fig. 4 is a flowchart illustrating the general operating procedure in a merger and acquisition proposal generation method according to the present invention.

25 Explanation of the reference marks:

- 100 merger and acquisition brokering business entity
- 110 candidate enterprise A
- 120 candidate enterprise B
- 130 candidate enterprise C

- 140 financial and accounting report of candidate enterprise ${\tt A}$
- 150 financial and accounting report of candidate enterprise B $\,$
- 5 160 financial and accounting report of candidate enterprise C
 - 200 terminal of the merger and acquisition brokering business entity
 - 210 terminal of the candidate enterprise A
- 10 220 terminal of the candidate enterprise B
 - 230 terminal of the candidate enterprise C
 - 240 ASP server managed by said merger and acquisition brokering business entity,
 - 250 network

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Drawings

ABSTRACT OF THE DISCLOSURE

The present invention provides a merger and acquisition system in which only a merger and acquisition brokering business can access various types of activity information of candidate enterprises without disclosing them, something that was not possible in the past, and use this as a reference for generating a merger and acquisition proposal, thereby providing a method for generating a merger and acquisition proposal with a high feasibility.

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In the Merger and acquisition proposal generation system of the present invention, the business information of each one of the candidate enterprises are stored in an ASP server which is managed by the merger and acquisition brokering business entity.

More specifically, a candidate enterprise stores its business information including financial, accounting, business and manufacturing information into the ASP server from the respective candidate enterprise while the candidate enterprise and the merger and acquisition brokering business entity has a means for obtaining such information from the ASP server.

On the other hand, the method for generating Merger

25 and acquisition proposal comprises a step of the
candidate enterprises storing its business information
into the ASP server and a step of the merger and
acquisition brokering business entity actually generating
a Merger and acquisition proposal by obtaining the

business information of a candidate enterprise from the ASP server as reference information in generating Merger and acquisition proposal.

Fig.1

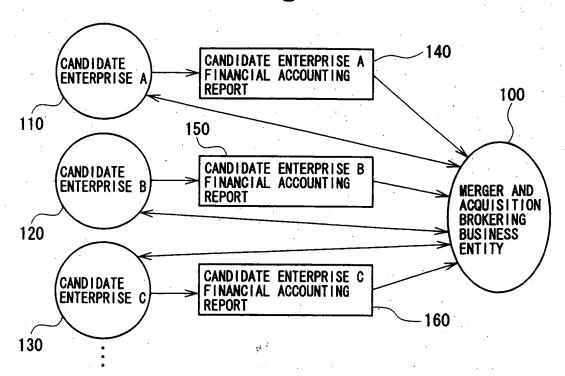
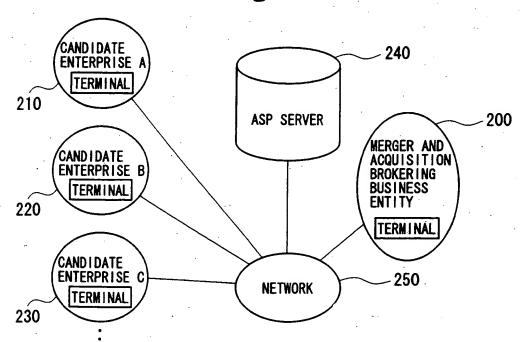
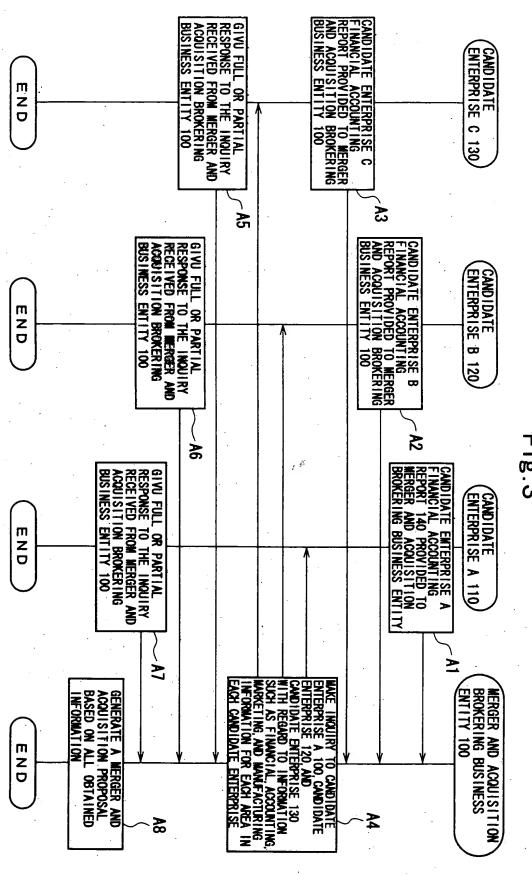
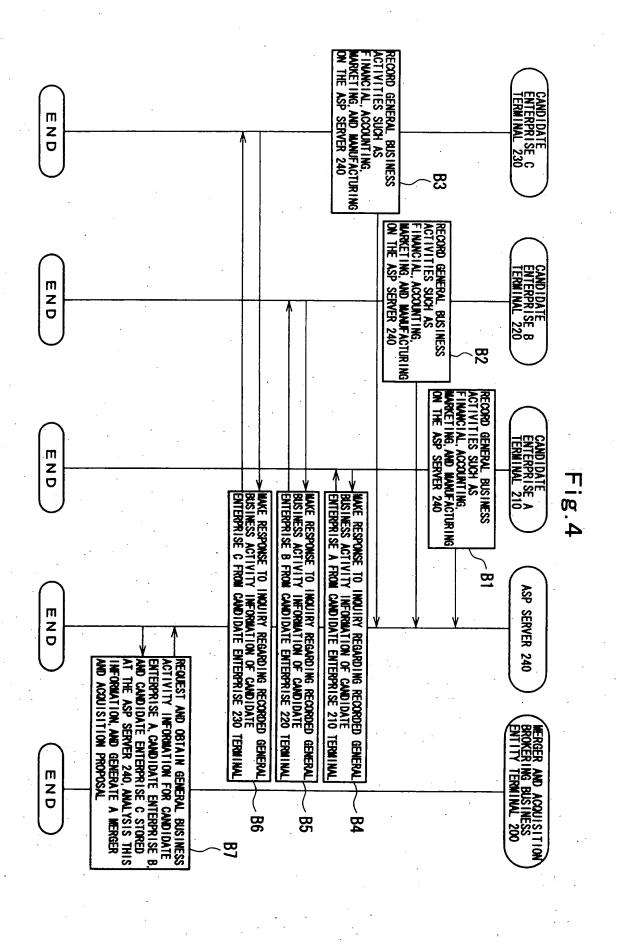


Fig.2





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斉藤・畑国際特許事務

畑 泰之

様

日本電気株式会社 知的財産部長京本 直樹

特許出願のご依頼

拝啓 時下ますますご清栄のこととお喜び申し上げます。

さて、貴幣間で締結の委任業務契約書第2条に基づき、下記のとおり出願をご手配くだ さるようお願い申し上げます。

敬具

記

1. 依頼発明

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整理番号

64009908

審査請求

出願種別

通常

出願人形態

NEC単独 🗸

外国出願

外国出願する レ

S指定

なしょ

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000004237

識別番号

出願期限

平成12年 5月 1日

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新:出願直前の明細書点検が必要

届出の形態

明細書全文による届出

発明の種類

ビジネス関連発明

2. 納品

出願後、一両日中に電子納品でお願いします。

3. その他

① JIS10出願の場合は出願番号通知書を入手後直ちに出願番号入力を行ってください。

以下の書類はWWWにてご確認ください。

- 1. 業務発明届出・譲渡書
- 2. 発明説明書(または届出明細書)および図面の草案
- 3. 先行技術文献

以上

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T E L:03(3798)6991

F A X:03-3456-4492

Attention: Mr. Yasuyuki Hata

Saito & Hata International Patent Office

From: Naoki Kyomoto

Head of Intellectual Property Department

NEC Corporation.

Request for filing a New Japanese Patent Application

Please arrange to file a new patent application as indicated below based on Article 2 of the Business Commission Contract agreed between our firm and yours.

NOTE

1. Invention to be filed

Order Number: 07053-00701

Serial number: 64009908

Request for examination: will be decided later

Application type: Normal

Those who apply form: NEC only

Foreign Application: Apply to foreign country

S specification:

non

Applicant

Company Name

Identification number

NEC Corporations

000004237

Time limit for filing: by May 1, 2000

Technical supervisor of our department: Hiroyuki Kubo

Classification of type of request: New: inspection of specification before filing

is necessary

Style of request: Request with detailed full specification

Kind of invention: business model invention

2. Reporting

Should be done by an electronic reporting system in the next day or two after application.

3. Others

①In case of JIS10 application, please input the application number at once after obtaining the notification of the application number thereof.

Please confirm the following documents with www.

- 1. Notification for employee's invention and assignment
- 2. Draft of explanation about the invention (or a specification of the invention) and drawing
- 3. Prior art reference

Intellectual property department Patent Engineering Department

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M&A案作成システム及びM&A案作成方法

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図面 1

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頁: 1/ 19

【書類名】

明細書

【発明の名称】

M&A案作成システム及びM&A案作成方法

【特許請求の範囲】

【請求項1】 適宜の通信回線を介して、M&A仲介事業体、M&A案の作成を希望している当該M&A仲介事業体と所定の契約関係を有する1或いは複数の候補企業、及びアプリケーション・サービス・プロバイダ(ASP)とが、相互に電気的に接続されており、当該ASPには、当該各候補企業に於ける少なくとも自己の財務、経理、税務を含む一般的企業活動を示す企業情報が、各候補企業毎に個別に格納保管されており、当該M&A仲介事業体は、当該契約したM&A案の作成を希望する候補企業に関する必要な情報を当該ASPから入手して、各候補企業のそれぞれに対してM&A案を作成する機能を有する様に構成されている事を特徴とするM&A案作成システム。

【請求項2】 当該各候補企業に於ける一般的企業活動を示す企業情報の当該ASPへの格納保管操作、及び当該M&A仲介事業体に於ける当該各候補企業に対するM&A案作成操作は、コンピュータによって処理されるものである事を特徴とする請求項1記載のM&A案作成システム。

【請求項3】 当該通信回線はインターネットである事を特徴とする請求項 1又は2に記載のM&A案作成システム。

【請求項4】 当該ASPは、当該M&A仲介事業体の管理下に置かれている事を特徴とする請求項1万至3のいずれかに記載のM&A案作成システム。

【請求項5】 候補企業に対してM&A案を作成し提供する事を業とするM &A仲介事業体、当該M&A仲介事業体と所定の契約関係を有する1或いは複数のM&A案の作成を希望する候補企業、及びアプリケーション・サービス・プロバイダ(ASP)が、通信回線を介して相互に電気的に接続されており、当該各候補企業は、少なくとも自己の財務、経理、税務を含む一般的企業活動を示す企業情報を、自己の端末を介して、適宜のインターバルにて、当該ASPに伝送し、当該各候補企業に於けるそれぞれの最新の企業活動を示す企業情報が常に当該ASP内でアップデートされている状態に維持する工程、当該候補企業は、随時に当該ASPから自己の当該企業情報を自己の端末を介して閲覧若しくはダウン

ロードする工程、当該M&A仲介事業体は、当該ASPにアクセスして、当該M &A案の作成を希望する候補企業に関し、当該ASPに格納されている一部若しくは全ての情報を当該M&A仲介事業体の端末を介して閲覧若しくはダウンロードする工程、当該M&A仲介事業体は、当該候補企業に関して閲覧若しくはダウンロードした情報を勘案して、当該特定の複数の候補企業間に於けるM&A案を作成する工程、当該M&A仲介事業体は、当該作成したM&A案を当該候補企業に対して通知する工程とから構成されている事を特徴とするM&A案作成方法。

【請求項6】 当該ASPは、当該M&A仲介事業体の管理下に置かれている事を特徴とする請求項5に記載のM&A案作成方法。

【請求項7】 当該通信回線はインターネットである事を特徴とする請求項 5 又は6 に記載のM&A案作成方法。

【請求項8】 候補企業に対してM&A案を作成し提供する事を業とするM &A仲介事業体、M&A案の作成を希望する、該M&A仲介事業体と所定の契約 関係を有する1或いは複数の候補企業、及びアプリケーション・サービス・プロ バイダ(ASP)が、インターネットを介して相互に電気的に接続されており、 M&A案の作成を希望する候補企業が、少なくとも自己の財務、経理、税務を含 む一般的企業活動を示す企業情報を、自己の端末を介して、当該ASPに伝送し 、その情報を当該ASP内に格納し、更新し、削除し若しくは閲覧する第1の工 程、当該ASPは、各候補企業から送信された当該各候補企業の当該企業情報を 各候補企業毎のファイルに個別に格納保管し、各候補企業若しくは当該M&A仲 介事業体の何れかからの要請があった場合に、所定の候補企業に関する当該企業 情報を所定の候補企業若しくは当該M&A仲介事業体に提供する第2の工程、当 該M&A仲介事業体が、当該ASPにアクセスして、当該ASPから閲覧若しく はダウンロードして得た所定の候補企業に関する企業情報を勘案して、当該所定 の候補企業に付いてM&A案を作成する第3の工程、当該M&A仲介事業体が、 当該候補企業に付いてのM&A案を当該候補企業に通知する工程とから構成され ており、当該各工程がコンピュータによって制御される事を特徴とするM&A案 作成方法。

【請求項9】 企業格付けを行う事を業とするM&A仲介事業体、M&A案

頁: 3/19

の作成を希望する、当該M&A仲介事業体と所定の契約関係を有する1或いは複 数の候補企業、及びアプリケーション・サービス・プロバイダ(ASP)が、通 信回線を介して相互に電気的に接続されており、当該各候補企業は、少なくとも 自己の財務、経理、税務を含む一般的企業活動を示す企業情報を、自己の端末を 介して、適宜のインターバルにて、当該ASPに伝送し、当該各候補企業に於け るそれぞれの最新の企業活動を示す企業情報が常に当該ASP内でアップデート されている状態に維持する第1の工程、当該候補企業は、随時に当該ASPから 自己の当該企業情報を自己の端末を介して閲覧若しくはダウンロードする第2の 工程、当該M&A仲介事業体は、当該ASPにアクセスして、当該M&A案の作 成を希望する候補企業に関し、当該ASPに格納されている一部若しくは全ての 情報を当該M&A仲介事業体の端末を介して閲覧若しくはダウンロードする第3 の工程、当該M&A仲介事業体は、当該候補企業に関して閲覧若しくはダウンロ ードした情報を使用して、解析評価を実行して、当該候補企業に対し所定のM& A案を作成する第4の工程、当該M&A仲介事業体は、当該企業格付け結果を公 開する第5の工程、とから構成されているM&A案作成方法を、コンピュータに より実行させる為のプログラムを記録した記録媒体。

【発明の詳細な説明】

[0001]

【発明の属する技術分野】

本発明は、M&A案作成システム及びM&A案作成方法に関し、特に詳しくは、通信回線例えばインターネットを介して特定候補企業に対するM&A案を作成にするサービスを提供する事が出来るM&A案作成方法及びM&A案作成システムに関するものである。

[0002]

【従来の技術】

従来に於いては、複数の候補企業に対して、M&A案を作成して提供するサービスを行う会社、団体、グループ等のM&A仲介事業体が、特定の複数の候補企業間に於けるM&A案を作成する場合には、当該M&A仲介事業体が自ら、何らかのコンピュータネットワークや文書或いは電話等を利用して当該特定の候補企

頁: 4/ 19

業から必要な情報を入手したり、当該特定の候補企業が一定時期に公開発行する有価証券報告書、財務報告書、会計報告書、税務報告書等を購入して利用して必要な情報を入手するか、或いは、当該M&A仲介事業体の職員が当該特定の各候補企業を訪問して、必要な情報を入手したりして集めた当該特定の候補企業に関する企業情報を基に、M&A案の作成を行っていた。

[0003]

然しながら、係る従来の情報収集方法では、当該M&A仲介事業体がM&Aに関する試案作成時に参考にできる情報は、対象の特定候補企業が公知とした情報と、対象の特定候補企業がM&A仲介事業体に開示した情報に限られている。

[0004]

図2は、従来に於けるM&A仲介事業体が特定の候補企業から得られる情報を基にM&A案を作成する場合の方法の概要を説明したブロックダイアグラムであって、図から明らかな様に、M&A仲介事業体100が候補企業A110、候補企業B120、候補企業C130の企業活動情報を分析してM&A試案を作成するためには、候補企業A110が既に発表した候補企業の財務会計報告140と、候補企業B120が既に発表した候補企業の財務会計報告150と、候補企業C130が既に発表した候補企業の財務会計報告150と、候補企業C130が既に発表した候補企業の財務会計報告160と、候補企業A110への訪問による直接質疑等と、候補企業B120への訪問による直接質疑等と、候補企業C130への訪問による直接質疑等とにより情報収集を実施する。

[0005]

この中で、候補企業A110の財務会計報告140は、候補企業A1110が依頼をした会計法人の協力を得て作成し、外部に発表したものである。候補企業B120が依頼をした会計法人の協力を得て作成し、外部に発表したものである。候補企業C130の財務会計報告160は、候補企業C130が依頼をした会計法人の協力を得て作成し、外部に発表したものである。

[0006]

候補企業A110の財務会計報告140、候補企業B120の財務会計報告150、及び候補企業C130の財務会計報告160は、何れも、毎期末に作成さ

頁: 5/19

れ発表されるので、一年に一度または一年に上期、下期の二度の作成を実施して いるのが通例である。

[0007]

この候補企業A110、候補企業B120、候補企業C130の各々の財務会 計報告140、財務会計報告150、財務会計報告160の具体的資料としてM &A仲介事業体100が平易に入手可能な資料の一例として有価証券報告書があ る。

[0008]

そして、従来の方法に於いて、当該M&A案を作成する手順としては、図3に示すフローチャートから明らかな様に、先ず、候補企業A110は、候補企業A110の財務会計報告を公知のものとしたりするなどの方法で、M&A仲介事業体100へ提供している(ステップA1)。

[0009]

又、同様に、候補企業B120は、候補企業B120の財務会計報告を公知の ものとしたりするなどの方法で、M&A仲介事業体100へ提供している(ステップA2)。

[0010]

更に、候補企業C130も、候補企業C130の財務会計報告を公知のものとしたりするなどの方法で、M&A仲介事業体100へ提供している(ステップA3)。

[0011]

一方、M&A仲介事業体100は、候補企業A110、候補企業B120、候補企業C130の財務会計報告140、財務会計報告150、財務会計報告160の内容を受けて、具体的に有効なM&A案の作成を実現するために、更に具体的な詳細な情報である各候補企業の各事業部門毎に分類された財務、経理、販売、製造等の活動内容報告情報を、候補企業A110、候補企業B120、候補企業C130に問い合わせる(ステップA4)。

[0012]

その後、候補企業A110は、M&A仲介事業体100からの問い合わせに対

頁: 6/19

して、その問い合わせに対する全でまたは一部に関する回答を実施する (ステップA5)。

[0013]

又、候補企業B120も、M&A仲介事業体100からの問い合わせに対して、その問い合わせに対する全てまたは一部に関する回答を実施する(ステップA6)。

[0014]

同様に、候補企業C130も、M&A中介事業体100からの問い合わせに対して、その問い合わせに対する全てまたは一部に関する回答を実施する(ステップA7)。

[0015]

最後に、M&A仲介事業体は、上記ステップA1からA7までのステップによって入手した全情報と市中でこの他に入手可能な情報とを使用して、M&A案を作成する(ステップA8)。

[0016]

【発明が解決しようとする課題】

しかしながら、この従来のM&A案作成方法では、M&A案作成時にM&A仲介事業体が参考にできる情報が、候補企業がM&A仲介事業体からの質疑に回答した情報と、公知の情報と市中から得られる情報に限られてしまう。

[0017]

即ち、実際に実行合意を候補企業の関係者から引き出したいM&A仲介事業体としては、細かな部門単位毎の期間企業活動や来期の受注見込み等候補企業を多面的に分析するために多様な情報の入手を希望しているが、その希望が実現しないという問題と、候補企業がM&A仲介事業体への質疑の回答内容の真偽を確認する方法が乏しいという問題があった。

[0018]

従って、本発明の目的は、上記した従来技術の欠点を改良し、当該M&A仲介 事業体が、従来では得られなかったそれぞれの特定候補企業に関する企業情報を 豊富に且つ必要な内容の情報を入手出来、それによって、それらの情報をM&A

頁: 7/ 19

案作成の参考情報として利用することにより、より実現性の高いM&A案作成方法を提供することにある。

[0019]

【課題を解決する手段】

本発明は上記した目的を達成するため、以下に記載されたような技術構成を採 用するものである。即ち、本発明に係る第1の態様としては、適宜の通信回線を 介して、M&A仲介事業体、M&A案の作成を希望している当該M&A仲介事業 体と所定の契約関係を有する1或いは複数の候補企業、及びアプリケーション・ サービス・プロバイダ(ASP)とが、相互に電気的に接続されており、当該A SPには、当該各候補企業に於ける少なくとも自己の財務、経理、税務を含む一 般的企業活動を示す企業情報が、各候補企業毎に個別に格納保管されており、当 該M&A仲介事業体は、当該契約したM&A案の作成を希望する候補企業に関す る必要な情報を当該ASPから入手して、各候補企業のそれぞれに対してM&A 案を作成する機能を有する様に構成されているM&A案作成システムであり、又 、本発明に係る第2の態様としては、候補企業に対してM&A案を作成し提供す る事を業とするM&A仲介事業体、当該M&A仲介事業体と所定の契約関係を有 する1或いは複数のM&A案の作成を希望する候補企業、及びアプリケーション ・サービス・プロバイダ(ASP)が、通信回線を介して相互に電気的に接続さ れており、当該各候補企業は、少なくとも自己の財務、経理、税務を含む一般的 企業活動を示す企業情報を、自己の端末を介して、適宜のインターバルにて、当 該ASPに伝送し、当該各候補企業に於けるそれぞれの最新の企業活動を示す企 業情報が常に当該ASP内でアップデートされている状態に維持する工程、当該 候補企業は、随時に当該ASPから自己の当該企業情報を自己の端末を介して閱 **覧若しくはダウンロードする工程、当該M&A仲介事業体は、当該ASPにアク** セスして、当該M&A案の作成を希望する候補企業に関し、当該ASPに格納さ れている一部若しくは全ての情報を当該M&A仲介事業体の端末を介して閲覧若 しくはダウンロードする工程、当該M&A仲介事業体は、当該候補企業に関して 閲覧若しくはダウンロードした情報を勘案して、当該特定の複数の候補企業間に 於けるM&A案を作成する工程、当該M&A仲介事業体は、当該作成したM&A

特願2000-129065

頁: 8/19

案を当該候補企業に対して通知する工程とから構成されているM&A案作成方法である。

[0020]

【発明の実施の形態】

本発明に係る当該M&A案作成システム及びM&A案作成方法は、上記した様な技術構成を採用している事から、複数の企業の全体又はその一部を合併、吸収する事を企画するM&A案を作成するに際して、特に、インターネット等のネットワークを介して候補企業の活動内容情報をASPに集積し、その情報をM&A仲介事業体が参照することにより、実現性の高い、候補企業同士の全体または一部を組み合わせたM&A案の作成を支援する事が可能となる。

[0021]

又、本発明に於いては、当該候補企業のそれぞれが、自己の財務、経理、営業、製造等の情報の格納保管及びその管理をASPサーバに委託する事、及び当該M&A仲介事業体は、従来では入手できなかった、多くの候補企業の各種活動内容を示す企業情報を、公開することなく、当該ASPに格納されている情報の中から選択して使用する事が可能となるので、より実現性の高いM&A案作成方法が提供出来る。

[0022]

【実施例】

以下に、本発明に係るM&A案作成システム及びM&A案作成方法の具体例の 構成を図面を参照しながら詳細に説明する。

[0023]

即ち、図1は、本発明に係るM&A案作成システムの一具体的の構成を示すブロックダイアグラムであって、図中、適宜の通信回線250を介して、M&A仲介事業体200、M&A案の作成を希望している当該M&A仲介事業体200と所定の契約関係を有する1或いは複数の候補企業210、220、230・・・、及びアプリケーション・サービス・プロバイダ(ASP)240とが、相互に電気的に接続されており、当該ASPには、当該各候補企業に於ける少なくとも自己の財務、経理、税務を含む一般的企業活動を示す企業情報が、各候補企業毎

頁: 9/ 19

に個別に格納保管されており、当該M&A仲介事業体200は、当該契約したM &A案の作成を希望する候補企業210、220、230に関する必要な情報を 当該ASP240から入手して、各候補企業210、220、230のそれぞれ に対してM&A案を作成する機能を有する様に構成されているM&A案作成システム1が示されている。

[0024]

当該各候補企業210、220、230・・・に於ける一般的企業活動を示す 企業情報の当該ASP240への格納保管操作、及び当該M&A仲介事業体20 0に於ける当該各候補企業210、220、230・・・に対するM&A案作成 操作は、コンピュータによって処理されるものである事が望ましい。

[0025]

又、本発明に於いては、当該通信回線 2 5 0 はインターネットである事も好ま しい。

[0026]

一方、本発明に於て使用される当該ASP240は、当該M&A仲介事業体の管理下に置かれているもので有っても良くまた、当該M&A仲介事業体の管理下に置かれるものではなく、独立した組織として使用されているもので有っても良い。

[0027]

つまり、本発明に係る当該M&A案作成システム1に於いては、当該通信回線250、例えばインタナネットを介して、当該各候補企業210、220、230に於ける一般的企業活動を示す企業情報を当該ASPへ格納し保管させる操作及び当該M&A仲介事業体200に於ける当該各候補企業210に対するM&A案作成操作は、何れもコンピュータによって処理されるものである事が望ましい

[0028]

本発明に於いては、近年、各候補企業は、アウトソーシングの考え方を積極的 に導入して来ており、その一貫として、自己の一般的な企業活動に関する情報、 例えば、当該各候補企業に於ける財務、経理、会計、販売、生産計画を含む製造

頁: 10/ 19

等の企業情報をアプリケーション、サービス、プロバイダ(ASP)240に直接入力して当該ASPに当該各情報を格納、保管する事が行われて来ている。

[0029]

この様な環境下では、当該各候補企業は、当該ASPを自己の経理部門の一部 として把握し、必要な情報を全て当該ASPに格納しておき、当該企業では、企 業内外で必要とするデータを、全て当該ASPからダウンロードして利用して、 必要な情報、書類、等例えば、有価証券報告書、税務会計報告書等を作成する様 にしている。

[0030]

従って、当該ASPには、当該企業としての、重要な企業情報が保管されていることになり、本発明に於いては、係るASPを有効に利用して、より実現性の高いM&A案作成システムを構築したものである。

[0031]

具体的には、M&A仲介事業体200と、M&A案の作成を希望する個々の候補企業210、220、230と、当該ASP240との間で個別的な契約を成立させ、当該候補企業210、220、230は、当該ASP240に対して当該候補企業の上記企業情報を当該ASP240に格納すると共に、これを随時更新、削除、訂正処理して当該候補企業の上記企業情報を最新の情報に維持し、且つ、当該ASP240から、随時に自己の当該企業情報を読み出せる様に構成されている。

[0032]

又、当該ASP240は、その記憶容量が許容する範囲で、当該各候補企業2 10の過去の企業情報も保存しておく事が望ましい。

[0033]

更に、当該候補企業210、220、230は、当該M&A仲介事業体200 が当該ASP240にアクセスして、当該ASP240に格納されている特定の 企業の企業情報の閲覧若しくはダウンロードを要請してきた場合に、それを許可 する様事前に当該ASP240との間で契約を成立させておく。

[0034]

頁: 11/ 19

一方、当該ASP240は、M&A案の作成を希望する候補企業210、22 0、230の当該企業情報を当該企業別のファイルを作成して、それに記憶し保 管、管理を行う様に構成されており、当該企業との事前の契約に基づいて、M& A仲介事業体200がアクセスしてきた場合には、当該候補企業の企業情報を当 該M&A仲介事業体200に提供する様に構成される。

[0035]

又、本発明に於ける当該M&A仲介事業体200は、前記契約に基づいて、M &A案の作成を希望する個々の候補企業企業210、220、230の企業情報 を当該ASP240から読み出し、その企業情報を使用して分析し、所定のM& A案を作成し、その結果を直接当該各候補企業に通知するかインターネット上で 通知する様に構成されている。

[0036]

即ち、本発明に於いては、当該M&A仲介事業体200とM&A案の作成を希望する候補企業に関して所定の契約を締結した個々の候補企業との間でのみ、当該ASP240に格納されている当該個々の候補企業の企業情報を公開することなく秘密の状態で当該M&A仲介事業体200が利用出来る事が保証される構成を有しており、従って、上記のぞれぞれの情報伝達操作に当たっては、当然のことながら、不正なアクセスや不正な企業情報の遺漏を防止する為に、各候補企業毎の識別コード、IDナンバー、暗号処理手段等を含む厳重なセキュリティシステムが使用される事は言うまでもない。

[0.043.7]

図1に於て、290は、当該ネットワーク250としてインターネット300 を使用した場合に、当該システムに関して発生する費用の支払い方法を管理する 課金システムを示す。

[0038]

本発明のM&A案作成システム1をより詳細に説明するならば、本発明のM&A案作成システム1は、対象企業210の活動内容情報を、M&A仲介事業体200が運営するか又はM&A仲介事業体200から独立して運営されているASPサーバ240に格納する。

頁: 12/ 19

[0039]

又、図1に於て、当該M&A仲介事業体200は、その端末を介して当該AS Pサーバ240に格納されている候補企業A、候補企業B、候補企業Cの各々の 一般的企業活動情報を要求する機能を持つ。

更に、当該M&A仲介事業体200は、当該ASPサーバ240から送付される候補企業A、候補企業B、候補企業Cの各々の一般的企業活動情報を受領する機能を持つ。

[0040]

一方、候補企業A210に於いては、当該候補企業Aが有する端末を介して、 候補企業Aの財務、経理、販売、製造等の一般的企業活動情報をるASPサーバ 240に送付する機能を持つ。

又、候補企業A210は、同様に当該ASPサーバ240に格納されている自己の候補企業Aの財務、経理、販売、製造等の一般的企業活動情報をASPサーバ240に送付する機能を持つ。

候補企業A210は、更に、当該ASPサーバ240に格納されている自己の 財務、経理、販売、製造等の一般的企業活動情報を、検索、削除、更新する機能 を持つ。

[0041]

又、候補企業B220は、同様に当該ASPサーバ240に格納されている自己の候補企業Bの財務、経理、販売、製造等の一般的企業活動情報をASPサーバ240に送付する機能を持つ。

候補企業B220は、さらに、ASPサーバ240に格納されている候補企業Bの財務、経理、販売、製造等の一般的企業活動情報を、検索、削除、更新する機能を持つ。

[0042]

候補企業C230は、候補企業Cの財務、経理、販売、製造等の一般的企業活動情報をASPサーバ240に送付する機能を持つ。

同様に、候補企業C230は、ASPサーバ240に格納されている候補企業 Cの財務、経理、販売、製造等の一般的企業活動情報を、検索、削除、更新する

頁: 13/ 19

機能を持つ。

[0043]

一方、当該ASPサーバ240は、候補企業A210から送付される候補企業 Aの財務、経理、販売、製造等の一般的企業活動情報を記録する機能を持つ。

[0044]

又、当該ASPサーバ240は、さらに、候補企業A210から指示される既 に記録している候補企業Aの財務、経理、販売、製造等の一般的企業活動情報を 検索、削除、更新する機能を持つ。

更に、当該ASPサーバ240は、さらに、候補企業B220から送付される 候補企業Bの財務、経理、販売、製造等の一般的企業活動情報を記録する機能を 持つ。

且つ、当該ASPサーバ240は、さらに、候補企業B220から指示される 既に記録している候補企業Bの財務、経理、販売、製造等の一般的企業活動情報 を検索、削除、更新する機能を持つ。

当該ASPサーバ240は、さらに、候補企業C230から送付される候補企業Cの財務、経理、販売、製造等の一般的企業活動情報を記録する機能を持つ。

更に、本発明に於ける当該ASPサーバ240は、さらに、候補企業C端末230から指示される既に記録している候補企業Cの財務、経理、販売、製造等の一般的企業活動情報を検索、削除、更新する機能を持つ。

ASPサーバ240は、さらに、M&A仲介事業体200からの問い合わせの要求に応じて、候補企業A、候補企業B、候補企業Cの一般的企業活動情報を提供する機能を持つ。

[0045]

一方、本発明に係るM&A案作成方法は、基本的には、候補企業がASPサーバに活動内容情報を格納するステップと、M&A仲介事業体がASPサーバからM&A案を作成するための参考情報として活動内容情報を入手して実際にM&A案を作成するステップとを有する。

[0046]

即ち、本発明に係る当該M&A案作成方法は、候補企業210、220、23

頁: 14/ 19

○に対してM&A案を作成し提供する事を業とするM&A仲介事業体200、当 該M&A仲介事業体200と所定の契約関係を有する1或いは複数のM&A案の 作成を希望する候補企業210、220、230、及びアプリケーション・サー ビス・プロバイダ(ASP)240が、通信回線250を介して相互に電気的に 接続されており、当該各候補企業210、220、230は、少なくとも自己の 財務、経理、税務を含む一般的企業活動を示す企業情報を、自己の端末を介して 、適宜のインターバルにて、当該ASP240に伝送し、当該各候補企業に於け るそれぞれの最新の企業活動を示す企業情報が常に当該ASP内でアップデート されている状態に維持する工程、当該候補企業210、220、230は、随時 に当該ASP240から自己の当該企業情報を自己の端末を介して閲覧若しくは ダウンロードする工程、当該M&A仲介事業体200は、当該ASP240にア クセスして、当該M&A案の作成を希望する候補企業210、220、230に 関し、当該ASP240に格納されている一部若しくは全ての情報を当該M&A 仲介事業体200の端末を介して閲覧若しくはダウンロードする工程、当該M& A仲介事業体200は、当該候補企業210、220、230閲覧若しくはダウ ンロードした情報を勘案して、当該特定の複数の候補企業210、220、23 O間に於けるM&A案を作成する工程、当該M&A仲介事業体は、当該作成した M&A案を当該候補企業に対して通知する工程とから構成されている事が望まし V1

[0047]

ここで、図4を参照しながら、本発明に於ける当該M&A案作成方法の操作手順の一例を説明するならば、候補企業A210の各々の財務部門、経理部門、販売部門、製造部門等の各部門の勤務者は、各部門に設置されている候補企業A210の端末を各々使用して、一般的企業活動情報をASPサーバ240に、ネットワーク250を介して、逐一送信し、格納保管していく。この時、各部門の勤務者は特別にASPサーバの場所や運営者を意識する事無く、自社EDP環境上での業務として記録作業を実施する(ステップB1)。

[0048]

同様に、候補企業B220の各々の財務部門、経理部門、販売部門、製造部門

頁: 15/ 19

等の各部門の勤務者は、各部門に設置されている候補企業B220の端末を各々使用して、一般的企業活動情報を当該ASPサーバ240に、ネットワーク250を介して、逐一送信し、格納保管していく。この時、各部門の勤務者は特別にASPサーバの場所や運営者を意識する事無く、自社EDP環境上での業務として記録作業を実施する(ステップB2)。

[0049]

又、候補企業C230の各々の財務部門、経理部門、販売部門、製造部門等の各部門の勤務者も、同様に、各部門に設置されている候補企業C230の端末を各々使用して、一般的企業活動情報を当該ASPサーバに、ネットワーク250を介して、逐一記録していく。この時、各部門の勤務者は特別にASPサーバの場所や運営者を意識する事無く、自社EDP環境上での業務として記録作業を実施する(ステップB3)。

[0050]

一方、当該ASPサーバ240は、適宜候補企業A210の端末から指示される検索、更新、削除の依頼に合わせて、依頼内容を実施し、問い合わせ等の結果を回答する(ステップB4)。

[0051]

又、当該ASPサーバ240は、適宜候補企業B220の端末から指示される 検索、更新、削除の依頼に合わせて、依頼内容を実施し、問い合わせ等の結果を 回答する(ステップB5)。

[0052]

同様に、当該ASPサーバ240は、適宜候補企業C230の端末から指示される検索、更新 削除の依頼に合わせて、依頼内容を実施し、問い合わせ等の結果を回答する(ステップB6)。

[0053]

更に、当該M&A仲介事業体200の勤務者はM&A仲介事業体200の端末 を用いて、当該ASPサーバ240に格納されている候補企業A210、候補企 業B220、候補企業C230の財務、経理、販売、営業等の一般的企業活動情 報を要求し閲覧し、分析をして、M&A案を作成していく(ステップB7)。

頁: 16/ 19

[0054]

以上の様に、本実施の形態では、M&A仲介事業体が従来では入手できなかったASP240に格納されている候補企業の各種活動内容情報を公知にはせずにM&A仲介事業体200だけがM&A案作成の参考情報として利用することにより、より実現性の高いM&A案作成方法を提供できる。

[0055]

上記した本発明に係る当該M&A案作成方法の他の具体例としては、図5のフ ローチャートに示す様に、候補企業に対してM&A案を作成し提供する事を業と するM&A仲介事業体200、M&A案の作成を希望する、該M&A仲介事業体 200と所定の契約関係を有する1或いは複数の候補企業210、220、23 0、及びアプリケーション・サービス・プロバイダ(ASP)240が、インタ ーネット300を介して相互に電気的に接続されており、M&A案の作成を希望 する候補企業210、220、230が、少なくとも自己の財務、経理、税務を 含む一般的企業活動を示す企業情報を、自己の端末を介して、当該ASP240 に伝送し、その情報を当該ASP内240に格納し、更新し、削除し若しくは閲 覧する第1の工程(ステップ(S1))、当該ASP240は、各候補企業21 0、220、230から送信された当該各候補企業210、220、230の当 該企業情報を各候補企業毎のファイルに個別に格納保管し、各候補企業210、 2 2 0 、 2 3 0 若しくは当該M&A仲介事業体 2 0 0 の何れかからの要請があっ た場合に、所定の候補企業210、220、230に関する当該企業情報を所定 の候補企業210、220、230若しくは当該M&A仲介事業体200に提供 する第2の工程(ステップ(S2))、当該M&A仲介事業体200が、当該A SP240にアクセスして、当該ASP240から閲覧若しくはダウンロードし て得た所定の候補企業210、220、230に関する企業情報を勘案して、当 該所定の候補企業210、220、230に付いてM&A案を作成する第3の工 程(ステップ(S3))、当該M&A仲介事業体200が、当該候補企業210 、220、230に付いてのM&A案を当該候補企業210、220、230に 通知する第4の工程(ステップ(S4))とから構成されており、当該各工程が コンピュータによって制御される様に構成されているM&A案作成方法である。

頁: 17/ 19

[0056]

更に、本発明の他の態様としては、企業格付けを行う事を業とするM&A仲介 事業体、M&A案の作成を希望する、当該M&A仲介事業体と所定の契約関係を 有する1或いは複数の候補企業、及びアプリケーション・サービス・プロバイダ (ASP)が、通信回線を介して相互に電気的に接続されており、当該各候補企 業は、少なくとも自己の財務、経理、税務を含む一般的企業活動を示す企業情報 を、自己の端末を介して、適宜のインターバルにて、当該ASPに伝送し、当該 各候補企業に於けるそれぞれの最新の企業活動を示す企業情報が常に当該ASP 内でアップデートされている状態に維持する第1の工程、当該候補企業は、随時 に当該ASPから自己の当該企業情報を自己の端末を介して閲覧若しくはダウン ロードする第2の工程、当該M&A仲介事業体は、当該ASPにアクセスして、 当該M&A案の作成を希望する候補企業に関し、当該ASPに格納されている― 部若しくは全ての情報を当該M&A仲介事業体の端末を介して閲覧若しくはダウ ンロードする第3の工程、当該M&A仲介事業体は、当該候補企業に関して閲覧 若しくはダウンロードした情報を使用して、解析評価を実行して、当該候補企業 に対し所定のM&A案を作成する第4の工程、当該M&A仲介事業体は、当該企 業格付け結果を公開する第5の工程、とから構成されているM&A案作成方法を コンピュータにより実行させる為のプログラムを記録した記録媒体である。

[0057]

【発明の効果】

: 本発明に係る当該M&A案作成システム及びM&A案作成方法は、上記した様な技術構成を採用している事から、第1の効果としては、M&A仲介事業体が多数の候補企業の多様な組み合わせから最適なM&A案を作成する事を実現できる

その理由は、M&A仲介事業体が従来では入手できなかったASPに格納されている候補企業の各種活動内容情報を公知にはせずにM&A仲介事業体だけがM&A案作成の参考情報として利用できることによる。

[0058]

第2の効果としては、M&A仲介事業体が多数の候補企業の多様な組み合わせ

頁: 18/ 19

からM&A案を短時間で作成する事を実現できる。

その理由は、M&A仲介事業体が従来では入手できなかったASPに格納されている候補企業の各種活動内容情報を、第三者の立場からクールに且つ広範囲な視野で検討が可能であると共に、EDP上で高速、大量に、多くの試行錯誤しながらM&A案作成の参考情報として利用できることによる。

[0059]

又、第3の効果としては、候補企業に対する株、債券等の市場における評価の 向上である。

その理由は、M&A仲介事業体に活動内容情報の提示を実施できる候補企業は、不正が無く透明性が高く、財務会計報告の信憑性も高いと評価されるからである。

【図面の簡単な説明】

【図1】

図1は、本発明のM&A案作成システムの一具体例の構成を示すブロックダイアグラムである。

[図2]

図2は、従来のM&A案作成システムの構成例を示すブロックダイアグラムである。

【図3】

図3は、従来のM&A案作成方法に於ける操作手順の概要を説明するフローチャートである。

【図4】

図4は、本発明に係るM&A案作成方法に於ける操作手順の概要を説明するフローチャートである。

【図5】

図5は、本発明に係るM&A案作成方法に於ける他の具体例に於ける操作手順の概要を説明するフローチャートである。

【符号の説明】

1 ... M & A 案作成システム

頁: 19/ 19

- 100、200···M&A仲介事業体
- 110、210…候補企業A
- 120、220…候補企業B
- 130、230…候補企業C
- 140…候補企業Aの財務会計報告
- 150…候補企業Bの財務会計報告
- 160…候補企業Cの財務会計報告
- 2 4 0 ··· A S P サーバ
- 250…ネットワーク
- 290…課金システム
- 300…インターネット

整理番号=64009908

特願2000-129065

頁: 1/

【書類名】 要約書

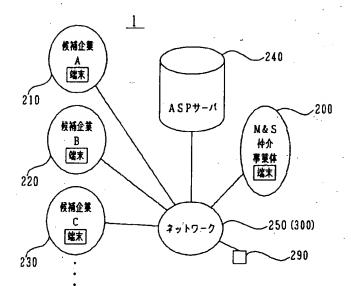
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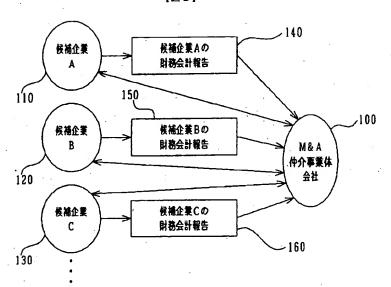
【課題】 格付け会社が従来入手できなかった企業情報を使用してより実現性の 高いM&A案作成方法を提供する。

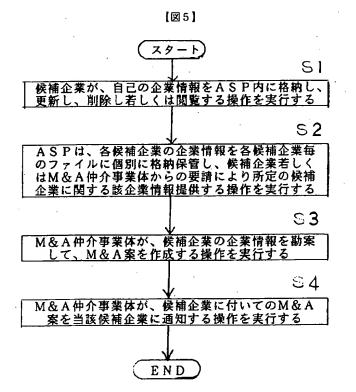
【解決手段】 通信回線250を介して、M&A仲介事業体200、M&A案の作成を希望している1或いは複数の候補企業210、220、230、及びアプリケーション・サービス・プロバイダ(ASP)240とが、相互に電気的に接続されており、ASPには、各候補企業に於ける自己の財務、経理、税務を含む一般的企業活動を示す企業情報が、各候補企業毎に個別に格納保管されており、M&A仲介事業体200は、候補企業210、220、230に関する必要な情報をASP240から入手して、各候補企業のそれぞれに対してM&A案を作成する機能を有する様に構成されているM&A案作成システム1。

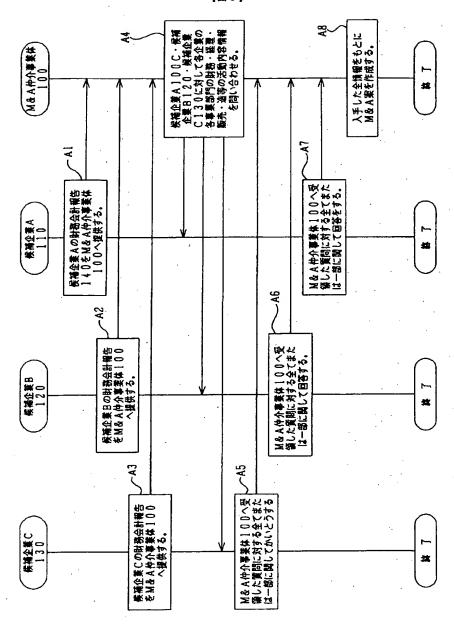
【選択図】 図1

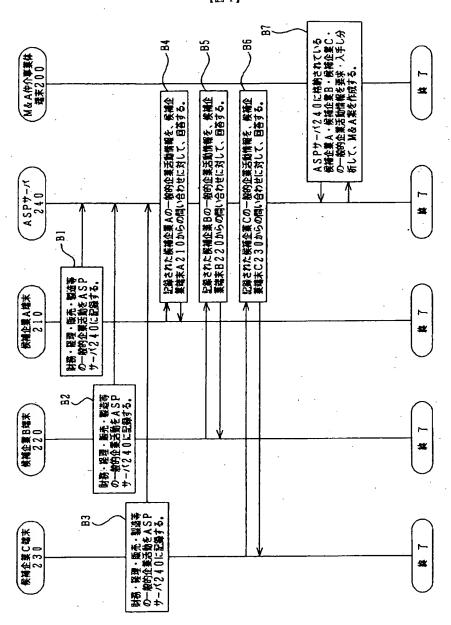












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                             April 28, 2000 (Heisei 12)
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                               Director General, Patent Office
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     Title of the Invention
                                  Merger and acquisition proposal
    generation
                system
                         and
                               Merger
                                             acquisition
                                       and
                                                           proposal
    generation method
     [Number of Claims]
                              9
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     [ATTORNEY]
        [Identification Number ]
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20
        [Patent Attorney]
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                                  Yasuyuki Hata
         [Telephone number]
                                 03-3582-7161
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        Name of Paper
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30
        Number of General Power of Attorney
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        [Proof requirements]
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[Document Name] SPECIFICATION

[Title of the Invention] Merger and acquisition proposal generation system and Merger and acquisition proposal generation method

[Scope of Claims for Patent]

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5 [Claim 1] A merger and acquisition proposal generation system, wherein a merger and acquisition brokering business entity, one or a plurality of candidate enterprises having prescribed contractual relationship with said merger acquisition brokering business entity and desiring generation 10 of a merger and acquisition proposal, and an application service provider are mutually connected via an appropriate communication network, and wherein said system is configured that business information indicating general business activities, including at least financial, accounting, and tax 15 information for each said candidate enterprise is stored at said ASP separately for each said candidate enterprise, and said merger and acquisition brokering business entity having a whereby said merger and acquisition brokering business entity obtains required information with regard to 20 said candidate enterprise in said contractual relationship desiring said generation of a merger and acquisition proposal said ASP and generates said merger and acquisition proposal for each said candidate enterprise.

Claim 2] A merger and acquisition proposal generation system according to claim 1, wherein an operation of each candidate enterprise for storing business information indicating general business activities thereof at said ASP and an operation of said merger and acquisition brokering business entity generating said merger and acquisition proposal with respect to said candidate enterprises are performed as processing by a computer.

[Claim 3] A merger and acquisition proposal generation system according to claim 1, wherein said communication network is the Internet.

35 [Claim 4] A merger and acquisition proposal generation system according to any one of claim 1 to 3, wherein said ASP is

under the control of said merger and acquisition brokering business entity.

[Claim 5] A method for generating a merger and acquisition proposal, wherein a merger and acquisition brokering business entity which business is to make and provide a merger and acquisition proposal to candidate enterprises, one plurality of candidate enterprises having a prescribed contractual relationship with said merger and acquisition brokering business entity and desiring generation of a merger and acquisition proposal, and an application service provider are mutually connected via an appropriate communication network, said method comprising:

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step of each said candidate enterprise minimally transferring to said application service provider appropriate interval, business information indicating general business activities, including financial, accounting, and tax information of said candidate enterprise via a terminal thereof, so that a condition in which the latest business information indicating general business activities of candidate enterprise, is at all time updated and stored within said application service provider for each candidate enterprise, is maintained;

a step of said candidate enterprises viewing or downloading business information thereof from said application service provider via a terminal of said candidate enterprise at any time;

a step of said merger and acquisition brokering business entity accessing said application service provider and viewing or downloading via a terminal of said merger and acquisition brokering business entity all or part of said information stored at said application service provider regarding a candidate enterprise desiring said generation of a merger and acquisition proposal;

a step of said merger and acquisition brokering business entity considering said information viewed or downloaded regarding said candidate enterprise and generating a proposal

for a merger and acquisition between a plurality of specific said candidate enterprises; and

a step of said merger and acquisition brokering business entity notifying said candidate enterprises of said generated merger and acquisition proposal.

[Claim 6] A merger and acquisition proposal generation system according to claim 5, wherein said ASP is under the control of said merger and acquisition brokering business entity.

[Claim 7] A merger and acquisition proposal generation system according to claim 5 or 6, wherein said communication network is the Internet.

[Claim 8] A merger and acquisition proposal generation method wherein a merger and acquisition brokering business entity in a business of providing a merger and acquisition proposal to a candidate enterprise, one or a plurality of candidate enterprises having a prescribed contractual relationship with said merger and acquisition brokering business entity and desiring generation of said merger and acquisition proposal, and an application service provider are mutually electrically connected via a communication network, said method comprising:

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a first step of said candidate enterprises desiring said generation of a merger and acquisition proposal minimally transmitting to said application service provider, via a terminal thereof, business information indicating general business activities, such as financial, accounting, and tax information, and storing, updating, deleting, or reviewing said information at said application service provider;

a second step of said application service provider separately storing into individual files for each said candidate enterprise said business information sent by each of said candidate enterprises and, when there is a request from either said candidate enterprises or from said merger and acquisition brokering business entity, providing said business information regarding a prescribed said candidate enterprise to a prescribed said candidate enterprise or to merger and acquisition brokering business entity;

a third step of said merger and acquisition brokering business entity accessing said application service provider, considering said business information regarding a prescribed said candidate enterprise, which it views or downloads from said application service provider, and generating said merger and acquisition proposal with regard to said prescribed candidate enterprises of said candidate enterprises; and

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a fourth step of said merger and acquisition brokering business entity notifying said candidate enterprises of said merger and acquisition proposal with regard to said candidate enterprises,

wherein each of said steps is controlled by a computer.

[Claim 9] A recording medium onto which has been recorded a execution by program for а computer of а merger acquisition proposal generation method, wherein a merger and acquisition brokering business entity in performing ranking of enterprises, one or a plurality of candidate enterprises having a prescribed contractual relationship with said merger and acquisition brokering business entity and desiring generation of a merger acquisition proposal, and an application service provider are mutually electrically connected via a communication network, said method comprising:

a first step of each said candidate enterprise minimally transferring business information indicating general business activities such as financial, accounting, and tax information, a terminal of said candidate enterprises, application service provider at an appropriate interval, and maintaining said business information so as to indicate the latest business activities of each of said candidate enterprises at all times by updating said information at said application service provider;

a second step of said candidate enterprises viewing or downloading via their own terminals their own business information from said application service provider at any time;

- a third step of said merger and acquisition brokering business entity accessing said application service provider and viewing or downloading, via a terminal of said merger and acquisition brokering business entity, all or part of said information with regard to said candidate enterprise desiring said generation of a merger and acquisition proposal that is stored at said application service provider;
- a fourth step of said merger and acquisition brokering business entity using said viewed or downloaded information regarding said candidate enterprise, and analyzing and evaluating said information so as to generate a merger and acquisition proposal with respect to said candidate enterprise, and
- a fifth step of said merger and acquisition brokering business entity disclosing results of a ranking of said enterprise.

[Detailed Description of the Invention]

[Technical Field to which the invention belongs]

The present invention relates to a system and method for generating a merger and acquisition proposal, and more particularly to a system and method for generating a merger and acquisition proposal whereby a merger and acquisition brokering business entity is capable of providing a merger and acquisition proposal to a specific candidate enterprise via a communication network.

[Prior Art]

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In the past, in the case in which a company, a group or other merger and acquisition brokering business entity prepares a merger and acquisition proposal and provides the merger and acquisition proposal to a plurality of candidate businesses, the merger and acquisition brokering business entity themselves must use some type of computer network, documents, or the telephone and the like to obtain required with regard to a specific candidate enterprise, or purchase disclosure documents that a specific candidate enterprise

issues at a specific time, such as a stock report, a financial report, an accounting report, or a tax report or the like, in order to obtain the required information, or else a worker from the merger and acquisition brokering business entity visits a specific candidate enterprise to obtain the required information, and, based on a company report with regard to the specific candidate enterprise, a merger and acquisition proposal is generated.

In the above-noted information collection method, however, the information available for use as a reference by the merger and acquisition brokering business entity in generating a trial proposal regarding merger and acquisition is limited to information that the merger and acquisition candidate enterprise has made public, and information disclosed to the merger and acquisition brokering business entity by the specific candidate enterprise concerned.

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Fig. 1 of the accompanying drawings is a block diagram illustrating the general method in the case of generating a merger and acquisition proposal based on information obtained by a merger and acquisition brokering business entity from a specific candidate enterprise in the past. As is clear from this drawing, in order for a merger and acquisition brokering business entity 100 to analyze business activity information of a candidate enterprise A 110, a candidate enterprise B 120, and a candidate enterprise C 130 and generate a merger and acquisition proposal, the merger and acquisition brokering business entity collects information such as a accounting report already issued by the candidate enterprise A 110, a financial accounting report 150 already issued by the candidate enterprise B 120, a financial accounting report 160 already issued by the candidate enterprise C 130, responses to direct questions posed to the candidate enterprise A 110 during a visit thereto, response to direct questions posed to the candidate enterprise B 120 visit thereto, on a responses to direct questions posed to the enterprise C 130 on a visit thereto.

Of the above, the financial accounting report 140 of the candidate enterprise A 110 is produced with the cooperation of an accounting firm commissioned by the candidate enterprise A 110, and is a report that has been made public. Similarly, the financial accounting report 150 of the candidate enterprise B 120 is produced with the cooperation of an accounting firm commission by the candidate enterprise B 120, and is a report that has been made public, and the financial accounting report 160 of the candidate enterprise C 130 is produced with the cooperation of an accounting firm commissioned candidate enterprise C 130, and is a report that has been made public.

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The financial accounting report 140 of the candidate enterprise A 110, the financial accounting report 150 of the candidate enterprise B 120, and the financial accounting report 160 of the candidate enterprise C 130 are all generated and publicized at the end of each fiscal period, these being generated once each year, or twice each year, once for the first half, and once for the second half of the fiscal period.

An example of the financial accounting reports 140, 150, and 160 of the candidate enterprises A 110, B 120, and C 130, respectively, that can be easily obtained by the merger and acquisition brokering business entity 100 as specific materials is the stock report.

25 In the method of the past, as a procedure for generating the merger and acquisition proposal, as is clear from the of flowchart Fig. 3 of the accompanying drawings, candidate enterprise A 110 first, for example, publicly discloses its financial accounting report, thereby providing 30 it to the merger and acquisition brokering business entity 100 (step A1).

In the same manner, the candidate enterprise B 120 for example publicly discloses its financial accounting report, thereby providing it to the merger and acquisition brokering business entity 100 (step A2).

Additionally, the candidate enterprise C 130 for example publicly discloses its financial accounting report, thereby providing it to the merger and acquisition brokering business entity 100 (step A3).

5 The merger and acquisition brokering business entity 100 receives the contents of the financial accounting reports 140, 150 and 160 of the candidate enterprise A 110, candidate enterprise B 120, and candidate enterprise C 130, respectively, and in order to achieve the generation of an effective merger 10 acquisition proposal, asks each of the candidate enterprises A 110, B 120, and C 130 for further specific and detailed financial, accounting, marketing, manufacturing and other business activity information for each division of each candidate enterprise (step A4).

After the above, the candidate enterprise A 110 provides a full or partial response to the inquiry from the merger and acquisition brokering business entity 100 (step A5).

Similarly, the candidate enterprise B 120 also provides a full or partial response to the inquiry from the merger and acquisition brokering business entity 100 (step A6), and the candidate enterprise C 130 also provides a full or partial response to the inquiry from the merger and acquisition brokering business entity 100 (step A7).

Finally, the merger and acquisition brokering business entity uses all the information obtained from the above-noted steps Al through A7 and other information available from the market to generate a merger and acquisition proposal (step A8).

[Problem to be solved by the Invention]

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In the merger and acquisition proposal generation method 30 of the past, however, the information that can be referenced by the merger and acquisition brokering business entity when the merger and acquisition proposal is generated is limited to the information provided by a candidate enterprise in response questions from the merger and acquisition brokering 35 business entity, publicly available information, information available from the market.

Thus, although the merger and acquisition brokering business entity, which wishes to actually obtain an agreement from relevant persons at a candidate enterprise, desires to obtain diverse information for making a multifaceted analysis of the candidate enterprise utilizing, for example,

detailed fiscal period business activity information for each one of divisions of the enterprise, respectively, or the enterprise's expected order inflow, it was not possible to satisfy this desire, and there was not a good method of verifying the truthfulness of the responses given to the merger and acquisition brokering business entity by a candidate enterprise.

Accordingly, it is an object of the present invention to improve on the above-noted drawbacks in the prior art, providing a merger and acquisition proposal generation system whereby a merger and acquisition brokering business entity can obtain the required broad-ranging information regarding each candidate enterprise, which was not available in the past, this information being used as reference for generating a merger and acquisition proposal, so as to provide a more feasible merger and acquisition proposal.

[Means for solving the Problem]

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To achieve the above-noted objects, the present invention adopts the following basic technical constitution.

Specifically, a first aspect of the present invention is a merger and acquisition proposal generation system, wherein a merger and acquisition brokering business entity, one or a plurality of candidate enterprises having prescribed contractual relationship with the merger and acquisition brokering business entity and desiring the generation of a merger and acquisition proposal, and an application service provider (ASP) are mutually connected via an appropriate communication network, and wherein the system is configured that business information indicating general business activities, including at least financial, accounting, and tax information for each candidate enterprise is stored at the ASP

separately for each candidate enterprise, and the merger and acquisition brokering business entity having a function whereby the merger and acquisition brokering business entity obtains required information with regard to а candidate enterprise in the above-noted contractual relationship desiring the generation of a merger and acquisition proposal from the ASP and generates a merger and acquisition proposal for each candidate enterprise.

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A second aspect of the present invention is a method for generating a merger and acquisition proposal, wherein a merger and acquisition brokering business entity which business is to make and provide a merger and acquisition proposal to candidate enterprises, one or a plurality of candidate enterprises having a prescribed contractual relationship with the merger and acquisition brokering business entity and desiring generation of a merger and acquisition proposal, and an application service provider are mutually connected via an appropriate communication network, the method comprising:

of each the candidate enterprise minimally 20 transferring to the application service provider at appropriate interval, business information indicating general business activities, including financial, accounting, and tax information of the candidate enterprise via thereof, so that a condition in which the latest business 25 information indicating general business activities of candidate enterprise, is at all time updated and stored within the application service provider for each the candidate enterprise, is maintained;

a step of the candidate enterprise viewing or downloading its own business information from the ASP via a terminal of the candidate enterprise at any time,

a step of the merger and acquisition brokering business entity accessing the ASP and viewing or downloading via a terminal of the merger and acquisition brokering business entity all or part of the information stored at the ASP

regarding a candidate enterprise desiring the generation of a merger and acquisition proposal,

a step of the merger and acquisition brokering business entity considering the information viewed or downloaded regarding the candidate enterprise and generating a proposal for a merger and acquisition between a plurality of specific candidate enterprises, and

a step of the merger and acquisition brokering business entity notifying the candidate enterprises of the generated merger and acquisition proposal.

Mode of the Operation

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By adopting the above-noted technical constitution, a system and method for generating a merger and acquisition proposal according to the present invention, in generating a proposal for a partial or total merger or acquisition between a plurality of enterprises, make particular use of a network such as the Internet as a medium via which to accumulate information about the activities of candidate enterprise, this information being referenced by a merger and acquisition brokering business entity, thereby enabling the generation of a proposal for a highly feasible partial or total merger or acquisition between candidate enterprises.

Additionally, the present invention enables each candidate enterprise to consign the storage and management of information regarding its own finances, accounting, business, and manufacturing and the like to an ASP, and further enables the merger and acquisition brokering business entity to select from information stored at the ASP with regard to business information about various activities of a large number of candidates enterprises, without disclosing this information publicly, something that was not possible in the past, thereby enabling the generation of a proposal with a high feasibility.

[Description of the preferred embodiments]

Embodiments of a merger and acquisition proposal generation system and method according to the present

invention are described in detail below, with references made to relevant accompanying drawings.

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Specifically, Fig. 1 is a block diagram showing the configuration of an embodiment of a merger and acquisition proposal generation system according to the present invention. drawing acquisition shows а merger and generation system 1, in which a merger and acquisition brokering business entity 200, one or a plurality of candidate enterprise 210, 220, 230 and so on, having a prescribed contractual relationship with the merger and acquisition brokering business entity 200 and desiring the generation of a merger and acquisition proposal, and an application service provider (ASP) 240 are mutually electrically connected via an appropriate communication network 250, and business information indicating general business activities, including at least financial, accounting, and tax information for each candidate enterprise is stored at the ASP separately for each of the candidate enterprises, this system having a function whereby the merger and acquisition brokering business entity 200 obtains required information with regard to candidate enterprises 210, 220, and 230 in the above-noted contractual desiring the generation of а merger acquisition proposal from the ASP and generates a merger and acquisition proposal for each candidate enterprise 210, 220, and 230.

is desirable that the operation of each candidate enterprise 210, 220, 230, and so on storing business information indicating general business activities of each candidate enterprise at the ASP 240 and the operation of the merger and acquisition brokering business entity generating a merger and acquisition proposal with respect to the candidate enterprises 230, 210, 220. and so on be performed processing by a computer.

It is also preferable in the present invention that the communication network 250 be the Internet.

The ASP 240 used in the present invention can be under the control of the merger and acquisition brokering business entity 200, and can alternately be, rather than under the control of the merger and acquisition brokering business entity 200, an independent organization.

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is, in the merger and acquisition proposal generation system 1 of the present invention, it is desirable operation of transferring business information indicating general business activities of each candidate enterprise 210, 220, and 230 via the communication network 250, for example via the Internet, to the ASP, and the operation of the merger and acquisition brokering business entity 200 generating a merger and acquisition proposal with respect to each candidate enterprise both be performed as processing by a computer.

In recent years, candidate enterprises have actively adopted the concept of outsourcing, and as a part of that concept have come to directly input business information, including information such as finances, accounting, marketing, and production planning information with regard to the candidate enterprise, to an application service provider 240.

In this environment, each candidate enterprise treats the ASP as part of its accounting department, and stores all necessary information at the ASP, so that the enterprise can download information required for internal or external use from the ASP, enabling required information and documents such as stock reports, tax and accounting reports and the like to be generated.

Important information about an enterprise is thus stored at the ASP, and in the present invention the ASP is effectively used to implement a system for generating a merger and acquisition proposal having improved feasibility.

Specifically, individual contracts are established between the merger and acquisition brokering business entity 200, the individual candidate enterprises 210, 220, and 230 desiring the generation of a merger and acquisition proposal,

and an ASP 240, the candidate enterprises 210, 220, and 230 storing the above-noted business information with regard to their company at the ASP 240, and performs constant updating, deletion, and correction processing of this information, so as to maintain it as the latest business information, and allowing business information with regard to their companies to be read from the ASP at any time.

It is desirable that the ASP 240, within the limits of its storage capacity, store past business information as well for each candidate enterprise 210, 220, and 230.

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Additionally, the candidate enterprises 210, 220, and 230 enter into a contract with the ASP 240, so that when the merger and acquisition brokering business entity 200 accesses the ASP 240 and makes a request for viewing or downloading of business information stored thereat, it is possible for the merger and acquisition brokering business entity to do so.

The ASP 240 is configured so as to generate a file of business information for each of the candidate enterprises 210, 220, and 230 desiring the generation of a merger and acquisition proposal, and store the information in these files and manage these files and, based on priorly established the contracts with these enterprises, ASP 240 provides business information with regard to candidate enterprises 200 to the candidate enterprises when requested to do so by the merger and acquisition brokering business entity 200.

The merger and acquisition brokering business entity 200 in the present invention, pursuant to the above-noted contract, reads from the ASP 240 the business information of each of the candidate enterprises 210, 220, and 230 desiring the generation of a merger and acquisition proposal, performs an analysis using this information, and generates a proposed merger and acquisition proposal, giving notification to each of the candidate enterprises of the results, either directly or via the Internet.

That is, because the present invention is configured so as to assure the merger and acquisition brokering business

entity 200 only can use the business information regarding individual candidate enterprise having a prescribed contract agreed with the merger and acquisition brokering business entity 200 and at an stored ASP 240, publicly disclosing it other than between candidate enterprises desiring the generation of a merger acquisition proposal, in performing the various above-noted information transmittal operations, in order to unauthorized access or improper leakage of business information, of course, it is necessary to use a strict security system, including identification codes and ID numbers for each candidate enterprise, and an encoding means or the like.

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In Fig. 1, the reference numeral 290 denotes a billing system for managing the payment of expenses incurred with regard to this system, in the case in which the Internet 300 is used as the network 250.

specifically with More regard to the merger acquisition proposal generation system 1 of the invention, in the merger and acquisition proposal generation system 1 activity information of a target enterprise 210 is stored at an ASP server 240, which either is operated by the merger and acquisition brokering business entity 200 or is operated independently from the acquisition merger and brokering business entity 200.

The merger and acquisition brokering business entity 200 shown in Fig. 1 has a function of requesting general business activity information stored at the ASP server 240 via its terminal with regard to the candidate enterprise A, the candidate enterprise B, and the candidate enterprise C.

The merger and acquisition brokering business entity 200 also has a function of receiving the general business activity information of the candidate enterprise A, the candidate enterprise B, and the candidate enterprise C sent from the ASP server 240.

The candidate enterprise A 210 has a function of sending, via a terminal of the candidate enterprise A, its own general business activity information such as financial, accounting, marketing, and manufacturing information to the ASP server 240.

The candidate enterprise A 210 further has a function for sending via its terminal its own general business activity information such as financial, accounting, marketing, and manufacturing information to the ASP server 240.

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The candidate enterprise A 210 further has a function of searching, deleting, and updating its general business activity information such as financial, accounting, marketing, and manufacturing information, which is stored on the ASP server 240.

The candidate enterprise B 220 also has a function for sending its general business activity information such as financial, accounting, marketing, and manufacturing information to the ASP server 240.

The candidate enterprise B 220 further has a function of searching, deleting, and updating its own general business activity information such as financial, accounting, marketing, and manufacturing information, which is stored on the ASP server 240.

The candidate enterprise C 230 also has a function for sending its general business activity information such as financial, accounting, marketing, and manufacturing information to the ASP server 240.

The candidate enterprise C 230 further has a function of searching, deleting, and updating its general business activity information such as financial, accounting, marketing, and manufacturing information, which is stored on the ASP server 240.

The ASP server 240 has a function of recording general business information such as financial, accounting, marketing, and manufacturing information sent by the candidate enterprise A 210.

The ASP server 240 further has a function of searching, deleting, and updating general business activity information such as financial, accounting, marketing, and manufacturing information of the candidate enterprise A 210 already recorded thereon.

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The ASP server 240 further has a function of recording general business activity information such as financial, accounting, marketing, and manufacturing information sent by the candidate enterprise B 220.

The ASP server 240 further has a function of searching, deleting, and updating general business activity information such as financial, accounting, marketing, and manufacturing information of the candidate enterprise B 220 already recorded thereon.

The ASP server 240 further has a function of recording general business activity information such as financial, accounting, marketing, and manufacturing information sent by the candidate enterprise C 230.

The ASP server 240 further has a function of searching, deleting, and updating general business activity information such as financial, accounting, marketing, and manufacturing information of the candidate enterprise C 230 already recorded thereon.

The ASP server 240 further has a function of, in response to an inquiry from the merger and acquisition brokering business entity 200, providing general business activity information such as financial, accounting, marketing, and manufacturing information with regard to the candidate enterprise C.

A merger and acquisition proposal generation method according to the present invention basically has a step of a candidate enterprise storing activity information on an ASP server, and a step of a merger and acquisition brokering business entity obtaining activity information as reference information from the ASP server for generation of a merger and

acquisition proposal and generating an actual merger and acquisition proposal.

Specifically, a method for generating a merger and acquisition proposal according to the present invention is a merger and acquisition proposal generation method wherein a merger and acquisition brokering business entity 200 in the business of providing a merger and acquisition proposal to candidate enterprises 210, 220, and 230, one or a plurality of candidate enterprises 210, 220, and 230 having a prescribed contractual relationship with the merger and acquisition brokering business entity 200 and desiring the generation of a merger and acquisition proposal, and an application service provider 240 are electrically connected via a communication network 250, this method having

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minimally transmitting to the ASP 240 via the communication network and a terminal of the candidate enterprises 210, 220, and 230 at an appropriate interval business information indicating general business activities, such as financial, accounting, and tax information for their own enterprise, so as to maintain at all times the updated condition within the ASP of the latest business information with regard to each candidate enterprise,

a step of the candidate enterprises 210, 220, and 230 viewing or downloading from the ASP 240 via its own terminal the business information with regard to its own enterprise,

a step of the merger and acquisition brokering business entity 200 viewing or downloading via a terminal of the merger and acquisition brokering business entity 200 part or all the information stored at the ASP 240 with regard to candidate enterprises 210, 220, and 230 desiring the generation of a merger and acquisition proposal,

a step of the merger and acquisition brokering business entity 200 considering the viewed or download information of the candidate enterprises 210, 220, and 230, and generating a

merger and acquisition proposal between a specific plurality of candidate enterprises 210, 220, and 230, and

a step of the merger and acquisition brokering business entity 200 notifying the candidate enterprises of the results of the generation.

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An embodiment of the operating procedure in the merger and acquisition proposal generation method according to the present invention is as follows, referring to Fig. 4.

Employees in each area in the candidate enterprise A 210, such as the financial area, the accounting area, the marketing area, and the manufacturing area and the like use terminals installed in those area to successively send general business information to the ASP server 240, via the network 250, that the information is stored thereon. When this is done, the employee in each area performs the task of recording information as part of the EDP environment in his or her company, without being particularly aware of the location or operator of the ASP server (step B1).

In the same manner, employees in the various areas, such as the financial area, the accounting area, the marketing area, marketing area and the like of the candidate enterprise B 220 use terminals installed in those areas to successively send general business information to the ASP server 240, via the network 250, so that the information is stored thereon. When this is done, the employee in each area performs the task of recording information as part of the EDP environment in his or her company, without being particularly aware of the location or operator of the ASP server (step B2).

Similarly, employees in the various areas, such as the financial area, the accounting area, the marketing area, and the marketing area and the like of the candidate enterprise C 230 use terminals installed in those areas to successively send general business information to the ASP server 240, via the network 250, so that the information is stored thereon. When this is done, the employee in each area performs the task of recording information as part of the EDP environment in his

or her company, without being particularly aware of the location or operator of the ASP server (step B3).

The ASP server 240, in response to a request from a terminal of the candidate enterprise A 210 for searching, updating, or deletion, performs the requested operation, and responds with the results for the request (step B4).

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The ASP server 240, in response to a request from a terminal of the candidate enterprise B 220 for searching, updating, or deletion, performs the requested operation, and responds with the results for the request (step B5).

The ASP server 240, in response to a request from a terminal of the candidate enterprise C 230 for searching, updating, or deletion, performs the requested operation, and responds with the results for the request (step B6).

An employee at the merger and acquisition brokering business entity 200, using a terminal of the merger and acquisition brokering business entity 200, requests general business activity information, such as financial, marketing, and sales information and the like of the candidate enterprise A 210, the candidate enterprise B 220, and the candidate enterprise C 230 stored on the ASP server 240, views this information, analyzes the information, and generates a merger and acquisition proposal (step B7).

As described above, in this aspect of an embodiment of the present invention, only a merger and acquisition brokering business can access various types of activity information of candidate enterprises stored at an ASP 240, without disclosing them, something that was not possible in the past, and use this as a reference for generating a merger and acquisition proposal, thereby providing a method for generating a merger and acquisition proposal with a high feasibility.

Another embodiment of a merger and acquisition proposal generation method according to the present invention, as shown in the flowchart of Fig. 5, is a merger and acquisition proposal generation method wherein a merger and acquisition brokering business entity 200 in the business of providing a

merger and acquisition proposal to a candidate enterprise, one or a plurality of candidate enterprises 210, 220, and 230 having a prescribed contractual relationship with the merger and acquisition brokering business entity 200 and desiring the generation of a merger and acquisition proposal, and an application service provider (ASP) 240 are electrically connected via a communication network 250, this method having

a first step of the candidate enterprises 210, 220, and 230 desiring the generation of a merger and acquisition proposal minimally transmitting to the ASP 240, via their own terminals, business information indicating general business activities, such as financial, accounting, and tax information, and storing and updating or deleting this information at the ASP 240 (step S1),

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a second step of the ASP 240 separately storing into individual files for each candidate enterprise the business information sent by each of the candidate enterprises 210, 220, and 230, and, when there is a request from either the candidate enterprises 210, 220, and 230 or from the merger and acquisition brokering business entity 200, providing business information regarding a prescribed candidate enterprise 210, 220, or 230 to a prescribed candidate enterprise 210, 220, or 230 or to the merger and acquisition brokering business entity 200 (step S2),

25 a third step of the merger and acquisition brokering business entity 200 accessing the ASP 240, considering business information regarding a prescribed candidate enterprise 210, 220, or 230, which it views or downloads from the ASP 240, and generating a merger and acquisition proposal 30 with regard to the prescribed candidate enterprises of the candidate enterprises 210, 220, and 230 (step S3),

and a fourth step of the merger and acquisition brokering business entity 200 notifying the candidate enterprises 210, 220, and 230 of the merger and acquisition proposal with regard to the candidate enterprises 210, 220, and 230 (step S4),

each of the above-noted steps being controlled by a computer.

Another aspect of an embodiment of the present invention is a recording medium onto which has been recorded a program for execution by a computer of a merger and acquisition proposal generation method, wherein a merger and acquisition brokering business entity in the business of performing ranking of enterprises, a plurality of one or candidate enterprises having a prescribed contractual relationship with the merger and acquisition brokering business entity and desiring the generation of a merger and acquisition proposal, application service provider (ASP) are mutually electrically connected via a communication network, method having

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a first step of each candidate enterprise minimally transferring business information indicating general business activities such as financial, accounting, and tax information, via a terminal of the candidate enterprises, to the ASP at an appropriate interval, and maintaining the business information indicating the latest business activities of each of the candidate enterprises current at all times by updating the information at the ASP,

a second step of the candidate enterprises viewing or downloading via their own terminals their own business information from the ASP at any time,

a third step of the merger and acquisition brokering business entity accessing the ASP and viewing or downloading, via a terminal of the merger and acquisition brokering business entity, all or part of the information with regard to a candidate enterprise desiring the generation of a merger and acquisition proposal that is stored at the ASP,

a fourth step of the merger and acquisition brokering business entity using the viewed or downloaded information regarding the candidate enterprise and generating a merger and acquisition proposal with respect to the candidate enterprise, and

a fifth step of the merger and acquisition brokering business entity disclosing the results of a ranking of the enterprise.

[Effect of the Invention]

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By adopting the technical constitution described in detail above, a merger and acquisition proposal generation system and method according to the present invention achieve a number of effects.

the first effect is that, of enabling the achievement by the merger and acquisition brokering business entity of an optimum merger and acquisition proposal by the merger and acquisition brokering business entity by combining diverse candidate enterprises. The reason for this is that, unlike the past, it is possible with the present invention for the merger and acquisition brokering business entity to obtain various activities information for a candidate enterprise stored at an ASP, and reference this information in the generation of a merger and acquisition proposal, without publicly disclosing the information.

20 The second effect achieved is that of enabling a merger and acquisition proposal from a combination of candidate enterprise from a large number of candidate enterprises in a short period of time. The reason for this is that, unlike the past, it is possible with the present invention for the merger 25 and acquisition brokering business entity to perform objective and wide-ranging study of various business activity information of candidate enterprises stored at an ASP as a third party, and to make use of this information reference in generating a merger and acquisition proposal 30 through repeated trial and error, dealing with a large amount of information quickly in an EDP environment.

The third effect achieved by the present invention is that of improving the evaluation of a candidate enterprise's shares and other instruments in the market. The reason for this is that a candidate enterprise that is able to provide the merger and acquisition brokering business entity with

business activity information is evaluated as being honest and open, and as having accounting reports that have high credibility.

BRIEF DESCRIPTION OF THE DRAWING

5 [Fig. 1]

Fig. 1 is a block diagram showing the configuration of an embodiment of a merger and acquisition proposal generation system according to the present invention.

[Fig. 2]

10 Fig. 2 is a block diagram showing the configuration of a merger and acquisition proposal generation system in the past.

[Fig. 3]

Fig. 3 is a flowchart illustrating the general operating procedure in a merger and acquisition proposal generation method of the past.

[Fig. 4]

Fig. 4 is a flowchart illustrating the general operating procedure in a merger and acquisition proposal generation method according to the present invention.

20 [Fig. 5]

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Fig. 5 is a flowchart illustrating the general operating procedure in another embodiment of a merger and acquisition proposal generation method according to the present invention.

Explanation of Symbols

25 100,200: merger and acquisition brokering business entity

110,210: candidate enterprise A

120,220: candidate enterprise B

130,230: candidate enterprise C

140: financial accounting reports of the candidate

30 enterprise A

150: financial accounting reports of the candidate enterprise B

160: financial accounting reports of the candidate enterprise C

35 240: application service provider

250: net work

290: billing system

300: internet

[Document Name] Abstract of the Disclosure [Abstract]

[Problem to be solved by Invention]

An object of the present invention is to provide an improved merger and acquisition proposal generation method, whereby a merger and acquisition brokering business entity can obtain information regarding each candidate enterprise, which was not available in the past, so as to provide a more feasible merger and acquisition proposal.

[Means for Solving the Problem]

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a merger and acquisition proposal generation system 1, in which a merger and acquisition brokering business entity 200, one or a plurality of candidate enterprise 210, 220, 230 and so on, having a prescribed contractual relationship with 15 the merger and acquisition brokering business entity 200 desiring the generation of a merger and acquisition proposal, and an application service provider (ASP) 240 are mutually electrically connected via an appropriate communication network 250. information and business indicating 20 business activities, including at least financial, accounting, and tax information for each candidate enterprise is stored at the ASP separately for each of the candidate enterprises, this system having a function whereby the merger and acquisition brokering business entity 200 obtains required information 25 with regard to candidate enterprises 210, 220, and 230 in the above-noted contractual relationship desiring the generation merger and acquisition proposal from the ASP generates a merger and acquisition proposal for each candidate enterprise 210, 220, and 230.

30 [Selected drawing] Fig. 1



Fig.1

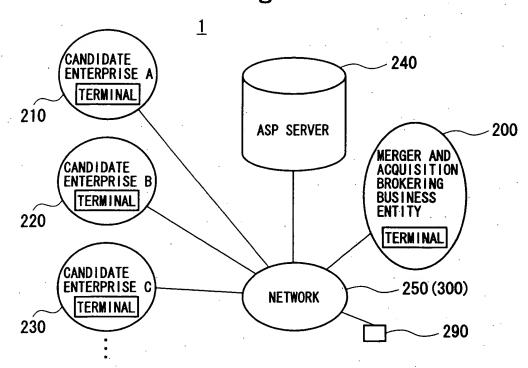
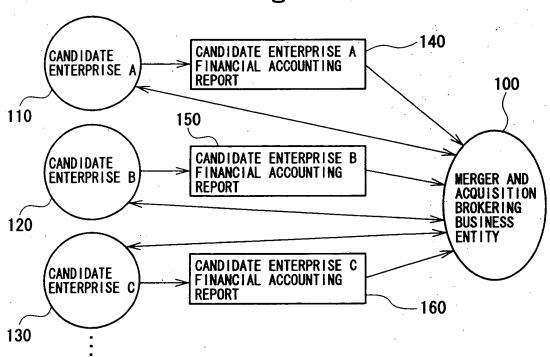
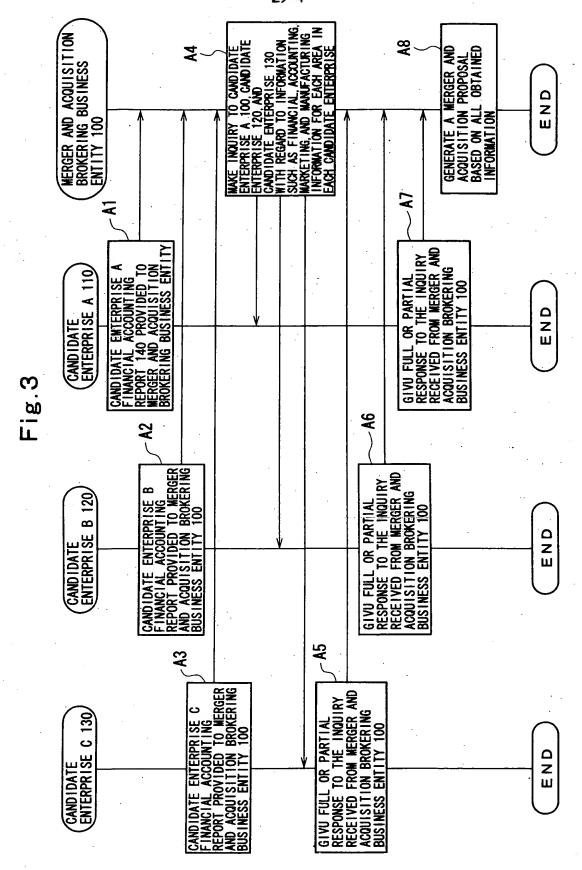


Fig.2





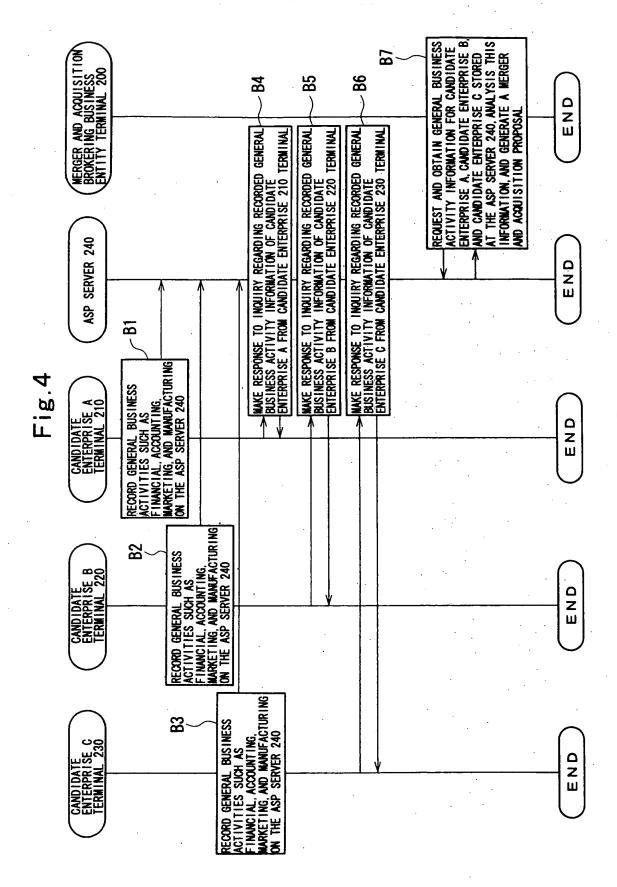


Fig.5

START

S1

CANDIDATE ENTERPRISE EXECUTES AN OPERATION OF STORING ITS BUSINESS INFORMATION WITHIN THE APPLICATION SERVICE PROVIDER, UPDATING, DELETING, AND VIEWING THIS INFORMATION

S2

APPLICATION SERVICE PROVIDER EXECUTES AN OPERATION OF STORING
BUSINESS INFORMATION FOR EACH CANDIDATE ENTERPRISE IN
SEPARATE FILES AND, IN RESPONSE TO A REQUEST FROM A CANDIDATE
ENTERPRISE OR THE MERGER AND ACQUISITION BROKERING BUSINESS
ENTITY, PROVIDING THE BUSINESS INFORMATION TO THE CANDIDATE
ENTERPRISE OR THE MERGER AND ACQUISITION BROKERING BUSINESS ENTITY

S3

MERGER AND ACQUISITION BROKERING BUSINESS ENTITY EXECUTES AN OPERATION OF CONSIDERING BUSINESS INFORMATION THE CANDIDATE ENTERPRISE AND GENERATING A MERGER AND ACQUISITION PROPOSAL

S4

MERGER AND ACQUISITION BROKERING BUSINESS ENTITY EXECUTES AN OPERATION OF NOTIFYING THE CANDIDATE ENTERPRISE OF THE MERGER AND ACQUISITION PROPOSAL REGARDING THE CANDIDATE ENTERPRISE

END